

I certify that these are the new articles of association of CHC Scotia Limited referred to in the Written Resolution of even date.



.....  
Director

19 August 2023

.....  
Date

## THE COMPANIES ACT 1985

### COMPANY LIMITED BY SHARES

## ARTICLES of ASSOCIATION

of

### CHC SCOTIA LIMITED

## CONSTITUTION OF COMPANY

- 1 The company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (the said Act, including any statutory modification or re-enactment thereof for the time being in force being hereinafter referred to as "the Act").

The Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (such Table being hereinafter called "Table A") shall be deemed to be incorporated with these Articles and shall apply to the company with the exception of Regulations 3, 4, 23, 24, 25, 35, 44, 64 to 69 inclusive, 73 to 81 inclusive, 85 to 87 inclusive, 89, 93 to 97 inclusive, 112, 115 and 118 of Table A and any other Regulation which is inconsistent with the additions and modifications hereinafter set forth.

## CAPITAL

- 2 (a) The share capital of the company at the date of adoption of these Articles is £5,500,000 divided into 5,500,000 Ordinary Shares of £1 each.
- (b) The Directors are unconditionally authorised for the purpose of Section 80 of the Act to exercise for a period of five years from the date of adoption of these Articles any power of the company to allot any shares of the company from time to time unissued (including "relevant securities" as defined in Section 80(2) of the Act) up to the amount of the share capital in existence at the date of adoption of these Articles. In accordance with Section 91 of the Act, Section 89(1) and Section 90(2) to 90(6) shall be excluded from applying to the Company.

- (c) Subject to the provisions of the Act any shares of the company may be issued on the terms that they are to be redeemed or are liable to be redeemed at the option of the company or the member and any shares of the company may be purchased by the company on such terms and conditions as the company, before it enters into a contract or contingent contract for the purchase of such shares, may by special resolution determine. A payment in respect of such a redemption or purchase by the company may with the sanction of a special resolution be made otherwise than out of the distributable profits of the company (within the meaning of Section 152(1)(b) of the Act) or the proceeds of a fresh issue of shares made for the purpose of the redemption or purchase notwithstanding that such payment may constitute a payment out of capital.

### **LIEN**

- 3 The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### **UNDERWRITING**

- 4 The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

### **TRANSFER OF SHARES**

- 5 The Instrument of Transfer of any share shall be in the form recommended in The Stock Transfer Act 1963 or in such other form as the Directors shall from time to time approve and, when lodged for registration, shall be accompanied by the Certificate of the Share to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.
- 6 All transfers of shares need be executed by the transferor only and he shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof provided that, in the case of partly paid shares, the Instrument of Transfer must also be signed by or on behalf of the transferee.
- 7 The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register any transfer of any share, whether or not it is a fully paid share. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares to the effect that such shares or any of them be allotted or issued to or registered in name of some person other than himself shall for the purposes of this Article be deemed to be a transfer of shares.
- 8 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any

registration thereof and the Company may not exercise any lien on any shares the subject of a transfer, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (hereinafter called a "Secured Institution"), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (b) no Secured Institution or its nominee; and
- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

### **FORFEITURE OF SHARES**

- 9 In Regulation 18 of Table A the words "and all expenses that may have been incurred by the company by reason of such non-payment" shall be added at the end of the first sentence of the said Regulation.

### **GENERAL MEETINGS**

- 10 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.
- 11 Subject as hereinafter provided if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. Provided that if a meeting to consider only a resolution or resolutions for the winding up of the company and the appointment of a Liquidator be adjourned, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, such of the members present in person or by proxy (or being corporations, by their duly authorised representative(s)) shall constitute a quorum. Regulation 41 of Table A shall be modified accordingly.

- 12 In Regulation 43 of Table A the words “the members present” shall be held to be delete and the words “the persons present or the duly authorised representative(s) of any corporation which is a member”, shall be inserted in lieu thereof.
- 13 In Regulation 46 of Table A paragraphs (b) to (d) inclusive and the part of the said Regulation following thereon, shall be held to be deleted and the words “(b) by any member present in person or by proxy (or, being a corporation, by its duly authorised representative(s)), and entitled to vote” shall be inserted in lieu thereof.

### **VOTES OF MEMBERS**

- 14 It shall suffice that Instruments appointing proxies be deposited at the registered office of the company at least twenty four hours before the time for holding the meeting, and Regulation 62 of Table A shall be modified accordingly.

### **MINIMUM NUMBER OF DIRECTORS**

- 15 The minimum number of the Directors shall be determined by the company in general meeting but failing such determination shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

### **APPOINTMENT OF DIRECTORS**

- 16 (a) A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the capital of the Company shall have power at any time and from time to time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a corporation signed by one of its Directors (or some other person duly authorised by resolution of its Directors or other governing body) on its behalf, and shall take effect upon lodgement at the Registered Office of the Company.
- (b) 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 fixed by or in accordance with these Articles as the maximum number of Directors.

## **DIRECTORS SHAREHOLDING REQUIREMENTS**

- 17 A Director shall not be required to hold shares of the company in order to qualify for office as a Director.

## **ALTERNATE DIRECTORS**

- 18 (a) Any Director (other than an Alternate Director) may at any time appoint any person to be his Alternate (hereinafter called an "Alternate Director") and may at any time terminate such appointment.
- (b) The appointment of an Alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director concerned (hereinafter called "his principal") ceases to be a Director.
- (c) An Alternate Director shall be entitled to receive Notice of Meetings of the Directors and to attend and where applicable vote as a Director and to be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meetings to perform all functions of his principal as a Director. If his principal is for the time being unable to act through ill health or disability an Alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his principal. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles nor the agent of his principal, but he shall, in the execution of his duties as aforesaid, be subject to the provisions of the Articles with regard to Directors.
- (d) An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive any remuneration from the company in respect of his appointment as Alternate Director.

## **DIRECTORS' INTERESTS**

- 19 (a) No Director or intending Director shall be disqualified by his office from contracting with the company either as vendor, purchaser, lessor, customer or otherwise nor shall any such contract or any contract or any transaction or arrangement (whether or not constituting a contract) entered into with or by or on behalf of the company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the company for any profit realised by any such contract, transaction or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of Directors at which the contract, transaction or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting

of the Directors after the acquisition of his interest; and such Director may vote and have his vote counted in respect of any such contract, transaction or arrangement and shall be counted in the quorum present at the meeting. Provided, if the Director be a sole Director or if all the Directors be interested in the contract, transaction or arrangement, the contract, transaction or arrangement may only be entered into by the company in general meeting, and before the contract, transaction or arrangement is entered into the Director or Directors must disclose his or their interest to the meeting.

- (b) or the purposes of this Article:
  - (i) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any contract, transaction or arrangement in which a specified person or class of persons is interests shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
  - (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;
- (c) If a question arises at a meeting of Directors or of a Committee of Directors as to the right of a Director to vote, the question may before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

### **GRATUITIES AND PENSIONS**

- 20 The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons (including Directors or former Directors of the Company) who are or were at any time in the employment or service of the company or of any company which is the holding or a subsidiary company of the company whether or not they have held any salaried employment or office in the company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the company or of any such other company as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company aforesaid. Any Director shall be entitled to participate in and retain for his own benefit any such donation gratuity pension allowance or emolument and may vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or may become interested therein.

## **DISQUALIFICATION OF DIRECTORS**

- 21 The office of Director shall be vacated if the Director:
- (a) becomes apparently insolvent or makes any arrangement or composition with his creditors generally;
  - (b) he is or may be suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - (c) resigns his office by notice in writing to the company;
  - (d) has his appointment cancelled by the company in general meeting;
  - (e) is removed from office pursuant to any provision of these Articles; becomes prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act; or
  - (f) shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

## **ROTATION OF DIRECTORS**

- 22 The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 75 of Table A shall not apply and in Regulation 76 the words "other than a Director retiring by rotation" shall be deleted and all other references in Table A to retirement by rotation shall be disregarded.

## **PROCEEDINGS OF DIRECTORS**

- 23 The quorum necessary for the transaction of all business of the Directors shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 24 It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 25 Questions arising at the meeting shall be decided by a majority of votes. In the case of equality, the Chairman shall have a second or casting vote.

- 26 A meeting of the Directors or of a committee of Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic or equivalent communication) to speak to each of the others, and to be heard by each of the others, simultaneously; and the word “meeting” shall be construed accordingly. Each Director (or alternate as the case may be) who is so able to speak and be heard shall be deemed to be present for the purposes of establishing a quorum.
- 27 A Resolution in writing, signed or approved by letter or telefax by all the Directors entitled to receive notice of a meeting of Directors, or by a sole Director or by all the members of a committee or by a sole member of a committee shall be as valid as a resolution duly passed at a meeting of the Directors or of such a committee. When signed, a resolution may consist of several documents each signed by one or more of the persons aforesaid. A Resolution signed by an Alternate Director need not also be signed by his principal and if it is signed by a Director who was appointed an Alternate Director it need not be signed by the Alternate Director in that capacity.

### **NOTICES**

- 28 Every Notice to be given by the company will be sent by pre-paid letter post or telefax to the registered address or if appropriate to the address for the time being supplied for the purpose to the Secretary of the company by the person entitled to receive the same; every Notice to be sent by letter post to an address within the United Kingdom shall be deemed to have been served on the expiry of twenty four hours from the time of posting and every Notice to be sent by Airmail to an address out with the United Kingdom shall be deemed to have been served on the expiry of ten days from the time of posting and every Notice sent by telefax shall be deemed to have been served on the expiry of twelve hours from the time when the telefax was despatched by or on behalf of the company. In the case of joint holders of a share all notices shall be given to the joint holders whose name stands first in the Register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given shall be entitled to have notices given to him at that address.

### **WINDING UP**

- 29 If the company shall be wound up any Director, Agent, Trustee or Member of the company alone or jointly with any other person may become a purchaser of property belonging to the company.

### **INDEMNITY**

- 30 (a) Every Director or other Officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted



or in connection with any application under Section 727 of the Act, 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 be incurred by the company in the execution of the duties of his office or in relation thereto. But these Articles shall only have effect insofar as the provisions are not avoided by Section 310 of the Act.

- (b) The Directors shall have power to purchase and maintain for any Director or other officer of the Company insurance against any such liability as is referred to in S310(1) of the Act.

- 31 The Directors may from time to time require any person whose name is entered in the Register of Members of the company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the company is a Close Company within the meaning of Section 4140) of The Income & Corporation Taxes Act, 1988; and if such requirement is not complied with they may withhold any dividends or other payments otherwise due or becoming due in respect of the shares registered in the name of such person.