

Company no: 01844601

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JARVIS INVESTMENT MANAGEMENT LIMITED

(adopted by special resolution passed on 25 November 2009)

PRELIMINARY

1. Interpretation

1.1 In these articles, unless the context otherwise requires:

"**Act**" means the Companies Act 2006;

"**address**" includes a number or address for the purposes of sending or receiving notices, documents or information in electronic form;

"**articles**" means the articles of association of the Company as altered from time to time;

"**Holding Company**" means Jarvis Securities PLC;

"**Model Articles**" means the model articles of association for private companies limited by shares set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 (*SI 2008 No. 3229*) as amended prior to the date of adoption of these articles;

"**office**" means the registered office from time to time of the Company;

"**officer**" includes a director, manager and secretary but does not include an auditor;
and

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"register" means the register of members of the Company.

- 1.2 Words or expressions contained in these articles which are not defined in this article 1 but which are defined in the Model Articles shall, unless inconsistent with the subject matter or context, have the same meaning in these articles.
- 1.3 Words or expressions contained in these articles which are not defined in this article 1 or in the Model Articles but which are defined in the Companies Acts shall, unless inconsistent with the subject matter or context, have the same meaning in these articles.
- 1.4 In these articles, unless the context otherwise requires:
 - (a) references to an article by number are to the relevant article of these articles;
 - (b) references to any statute or statutory provision include any modification of that statute or provision for the time being in force.
- 1.5 Headings in these articles are included for convenience only and shall not affect the meaning of these articles.

2. Application of Model Articles

- 2.1 The Model Articles shall apply to the Company except in so far as they are modified or excluded by these articles.
- 2.2 The Model Articles (except in so far as they are so modified or excluded) and these articles shall together constitute the articles of association of the Company.

DIRECTORS

3. Number of directors

Unless and until otherwise determined by ordinary resolution:

- (a) the number of directors shall not be subject to any maximum; and
- (b) the minimum number of directors shall be one.

DIRECTORS' POWERS

4. Powers of sole director

If at any time the Company only has one director and no provision of the articles requires it to have more than one director, the sole director may exercise all the powers and discretions vested in the directors by the articles

5. Restrictions on exercise of directors' powers

5.1 The Holding Company may from time to time restrict the exercise by the directors of all or any of the powers and discretions vested in them by the articles. The imposition of any such restriction shall be effected by the Holding Company giving notice to the Company in accordance with article 21. Any such restriction shall take effect:

- (a) in the respects and to the extent specified in the notice; and
- (b) immediately upon the giving of such notice or, if later, the date specified in the notice.

5.2 No restriction imposed by the Holding Company pursuant to this article 5 shall invalidate any action taken by the directors pursuant to the exercise of any of the powers and discretions vested in them by the articles prior to the giving of the notice imposing the restriction.

5.3 No person dealing with the Company shall be concerned to see or enquire whether any restriction has been imposed by the Holding Company on the exercise by the directors of any of the powers and discretions vested in them by the articles and no transaction or arrangement entered into by the Company with any third party in breach of any restriction imposed by the Holding Company shall be invalid or ineffectual unless the third party had express notice of the restriction.

DECISION-MAKING BY DIRECTORS

6. Quorum for directors' meetings

6.1 The quorum for directors' meetings shall be two.

6.2 Paragraph (2) of article 11 of the Model Articles shall not apply to the Company.

7. Voting at directors' meetings

7.1 Each director participating in a directors' meeting has one vote.

DIRECTORS' INTERESTS

8. Authorisation of conflicts of interest

- 8.1 The directors may, subject to the quorum and voting requirements set out in this article 8, authorise any situation or matter in which a director (an **"interested director"**) has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which would, if not so authorised, result in the interested director being in breach of his duty under section 175 of the Act (a **"conflict situation"**).
- 8.2 An interested director seeking authorisation of a conflict situation must:
- (a) disclose to the other directors the nature and extent of his interest giving rise to the conflict situation as soon as is reasonably practicable; and
 - (b) provide the other directors with all such information as is necessary to enable the directors to decide whether or not to authorise the conflict situation together with such additional information as the other directors may request.
- 8.3 Any director (including the interested director) may propose that a conflict situation be authorised by the directors. Any such proposal and any authorisation given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of these articles save that:
- (a) the interested director and any other director with an interest in the conflict situation shall not count towards the quorum nor vote on any resolution giving such authorisation; and
 - (b) the interested director and any other director with an interest in the conflict situation may, if the other directors so decide, be excluded from any directors' meeting while the conflict situation is under consideration.
- 8.4 Where the directors authorise a conflict situation:
- (a) the directors may (whether at the time of giving the authorisation or subsequently):
 - (i) require that the interested director is excluded from the receipt of information, participation in discussions and/or the making of decisions (whether at directors' meetings or otherwise) concerning the conflict situation or any matter in relation to which the conflict situation is relevant; and

- (ii) impose upon the interested director such other terms for the purpose of dealing with the conflict situation as they may determine;
- (b) the interested director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the conflict situation;
- (c) the directors may provide that, where the interested director receives (otherwise than through his position as a director of the Company) information in respect of which he owes a duty of confidentiality to a third party, he will not be obliged to disclose that information to the Company or to use or apply that information in furtherance of the interests, or otherwise in relation to the affairs, of the Company where to do so would amount to a breach of that duty;
- (d) the terms of the authorisation must be recorded in writing (but the authorisation will be effective whether or not the terms are so recorded); and
- (e) the directors may revoke or vary the authorisation at any time but any such revocation or variation will not affect anything done or omitted to be done by the interested director in accordance with the terms of such authorisation.

9. Transactions or arrangements with the Company

- 9.1 If a director is in any way directly or indirectly interested in a proposed transaction or arrangement with the Company or a transaction or arrangement that has been entered into by the Company, he must declare the nature and extent of that interest in accordance with the Companies Acts.
- 9.2 Provided he has declared his interest in accordance with article 9.1, a director, notwithstanding his office:
- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is directly or indirectly interested;
 - (b) may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and on such terms, including as to remuneration, as the directors may decide;
 - (c) may act by himself or through a firm with which he is associated in a professional capacity for the Company or any company in which the Company is directly or indirectly interested (otherwise than as auditor) on such terms, including as to remuneration, as the directors may determine; and

- (d) may be or become a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested (including by the holding of shares or other securities) in, any company in which the Company is directly or indirectly interested.

10. No liability to account

A director shall not be liable to account to the Company for any benefit which he receives or otherwise derives by reason of:

- (a) his having an interest which gives rise to a conflict situation if that interest has been authorised under article 8 or by ordinary resolution (subject in any such case to the terms on which such authorisation is given); or
- (b) his having an interest which is permitted under article 9,

and no transaction or arrangement shall be liable to be avoided on the grounds of a director having an interest which has been so authorised or is so permitted.

11. Quorum and voting requirements

- 11.1 Save as otherwise provided in these articles and provided that he has, where required to do so, declared to the other directors the nature and extent of his interest in accordance with the Companies Acts and subject (in the case of an interest giving rise to a conflict situation which has been authorised under article 8 or by ordinary resolution) to the terms on which such authorisation is given, a director shall be entitled to vote (and shall be counted in the quorum) at any directors' meeting on any resolution concerning any contract, transaction, arrangement or proposal in which he has, directly or indirectly, an interest (whether or not the interest is material and whether or not it conflicts or may conflict with the interests of the Company).
- 11.2 If a question arises at a directors meeting as to the entitlement of a director to vote or be counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive. If any such question shall arise in relation to the chairman of the meeting, the question shall be decided by a resolution of the directors present at the meeting (excluding the chairman) and the majority vote of such directors shall be final and conclusive.
- 11.3 Article 14 of the Model Articles shall not apply to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. Appointment of directors

12.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed a director:

- (a) by ordinary resolution; or
- (b) by a decision of the directors; or
- (c) by the Holding Company.

12.2 The appointment of a director by the Holding Company shall be effected by the Holding Company giving notice to the Company in accordance with article 21 and shall take effect immediately upon the giving of such notice or, if later, the date specified in the notice.

12.3 Any appointment of a director pursuant to article 12.1 may be either to fill a casual vacancy or as an additional director.

12.4 Article 17 of the Model Articles shall not apply to the Company.

13. Removal of directors

13.1 The Holding Company may at any time remove any director (however appointed) from office.

13.2 The removal of a director by the Holding Company shall be effected by the Holding Company giving notice to the Company in accordance with article 21 and shall take effect immediately upon the giving of such notice or, if later, the date specified in the notice.

13.3 The removal of a director pursuant to this article 13:

- (a) shall be deemed to be the act of the Company; and
- (b) shall be without prejudice to any claim for damages which the director may have for breach of any contract service between him and the Company.

COMPANY SECRETARY

14. Company secretary

The directors may from time to time appoint any person to be the company secretary. Any such appointment shall be for such period, at such remuneration and otherwise on such terms as the directors may think fit. Any company secretary so appointed may at any time be removed from office by the directors.

ALLOTMENT OF SHARES

15. Directors' power to allot shares

The directors shall not, save with the prior consent of the Holding Company given in accordance with article 21, exercise any power of the Company:

- (a) to allot shares in the Company; or
- (b) to grant rights to subscribe for, or to convert any security into shares, in the Company.

16. Exclusion of statutory pre-emption rights

In accordance with section 567 of the Act, none of the requirements set out in section 561 or section 562 of the Act shall apply to an allotment of equity securities (within the meaning of section 560 of the Act) by the Company.

SHARE TRANSFERS

17. Transfers of shares - general

17.1 The directors may refuse to register the transfer of a share if:

- (a) the transfer is not lodged at the office or such other place as the directors have appointed;
- (b) the transfer is not accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer or the right of a person other than the transferor to make the transfer on the transferor's behalf;
- (c) the transfer is in favour of more than four transferees; or
- (d) the transfer is to a bankrupt, a minor or a person of unsound mind.

17.2 If the directors refuse to register a transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless the directors suspect that the proposed transfer may be fraudulent.

17.3 Paragraph (5) of article 26 of the Model Articles shall not apply to the Company.

DECISION-MAKING BY SHAREHOLDERS

18. Decisions by sole member

18.1 For so long as the Company shall have only one member:

- (a) any decision that may be taken by the Company in general meeting may be taken by the sole member acting alone; and
- (b) any such decision shall be as effective as if agreed by the Company in general meeting.

18.2 Where a sole member takes a decision under article 18.1, he must (unless that decision is taken by way of a written resolution) provide the Company with details of that decision.

19. Demanding a poll

19.1 A poll on a resolution may be demanded by:

- (a) the chairman of the meeting; or
- (b) any person having the right to vote on the resolution.

19.2 Paragraph (2) of article 44 of the Model Articles shall not apply to the Company.

ADMINISTRATIVE ARRANGEMENTS

20. Deemed delivery of notices, documents and information

Any notice, document or information sent or supplied by or to the Company shall:

- (a) if sent by pre-paid post to an address in the United Kingdom, be deemed to have been received by the intended recipient:
 - (i) if first class post is used, 24 hours after it was posted; or

(ii) if second class post is used, 48 hours after it was posted,

and, in proving such receipt, it shall be sufficient to show that the notice, document or information was properly addressed, pre-paid and posted;

- (b) if not sent by post but delivered to or left at an address for service in the United Kingdom, be deemed to have been received by the intended recipient at the time at which it was so delivered or left;
- (c) if sent by electronic means, be deemed to have been received by the intended recipient one hour after it was sent and, in proving such receipt, it shall be sufficient to show that the notice, document or information was properly addressed; and
- (d) if sent or supplied by being made available on a website, be deemed to have been received by the intended recipient when the notice, document or information was first made available on the website or, if later, when the intended recipient received (or is deemed to have received) notification of the fact that the notice, document or information was available on the website.

21. Notices and consents given by the Holding Company

21.1 This article 21 applies to

- (a) any notice given by the Holding Company to the Company pursuant to articles 5, 12 and 13; and
- (b) any consent given by the Holding Company under article 15.

21.2 To be effective, a notice or consent to which this article 21 applies:

- (a) must be in writing;
- (b) must be signed on behalf of the Holding Company by one of its directors or some other person duly authorised for the purpose or, if in electronic form, authenticated as specified in section 1146 of the Act; and
- (c) must be given to the Company:
 - (i) by being sent or supplied to the Company in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied to the Company; or

- (ii) by being produced at a meeting of the directors.

DIRECTORS' INDEMNITY AND INSURANCE

22. Indemnity

22.1 Subject to the provisions of, and so far as is permitted by and consistent with, the Companies Acts but without prejudice to any indemnity to which he may otherwise be entitled, any person who is or was a director or other officer of the Company shall be indemnified out of the assets of the Company against:

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or an associated company other than:

- (i) any liability to the Company or an associated company; and

- (ii) any liability of the kind referred to in section 234(3) of the Act; and

- (b) any liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

22.2 Where a person is indemnified against any liability in accordance with article 22.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

22.3 Article 52 of the Model Articles shall not apply to the Company.

23. Insurance

23.1 Without prejudice to article 22, the directors shall have power to purchase and maintain at the expense of the Company insurance for or for the benefit of any person who is or was:

- (a) a director or other officer of the Company or an associated company; or

- (b) a trustee of any pension fund or employees' share scheme in which any employees of the Company or an associated company are interested,

including without limitation insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or

discharge of his duties and/or in the actual or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to the Company or an associated company or any such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto).

23.2 Article 53 of the Model Articles shall not apply to the Company.

24. **Meaning of associated company**

For the purposes of articles 22 and 23, a company is an associated company if it is a subsidiary of the Company, a holding company of the Company or a subsidiary of any such holding company.