

1870532

Company No: 01870532

THE COMPANIES ACT 2006



RM

22/05/2013

COMPANIES HOUSE

#106

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

PETER EVANS & ASSOCIATES LIMITED

("the Company")

(as adopted by Special Resolution passed 10 July 2012)
and amended by Special Resolution on 31
July 2012 AND SPECIAL RESOLUTION ON 16 MAY 2013

PART 1: INTRODUCTION

1 Introduction

- 1 1 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 ('Schedule 1') shall apply to the company except in so far as they are excluded or varied by these articles
- 1 2 Any expression defined in Article 1 of Schedule 1 shall bear the same meaning in these articles unless the context requires otherwise
- 1 3 In these articles
 - 1 3 1 'holding company' means a company which is the registered holder of not less than 90% of the issued shares, and
 - 1 3 2 'controlling shareholder' means a member registered as the holder of not less than 90% of the issued shares of the company

PART 2: DIRECTORS

2 Directors' decisions

- 2 1 For Article 13 of Schedule 1 there shall be substituted the following
'Exclusion of casting vote

- 13 If the numbers of votes for and against a proposal are equal, no person shall have a second or casting vote'
- 2 2 In Article 14 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'in which a director is interested' the words 'that director is to be counted as participating in the decision-making process for quorum or voting purposes provided that the director discloses the interest in accordance with either Section 177 or Section 182 of the Act (as the case may be)'
- 2 3 In Article 14 of Schedule 1, paragraphs (2) to (4) inclusive shall be omitted
- 2 4 A sole director may exercise all the powers and discretions given to the company by these articles
- 2 5 Insofar as it is lawful to do so, the holding company or a controlling shareholder may from time to time give written notice to the company in accordance with Article 8, restricting any or all of the powers of a sole director or of the directors (as the case may be) in the respects and to the extent specified in the notice, in which case
- 2 5 1 no person dealing with the company shall be concerned to see or enquire as to whether the powers of the director or directors have been restricted in any way under this article 2 5, and
- 2 5 2 no transaction entered into by the company (including but not limited to the acceptance of any obligation or the grant of any security) with any third party shall be invalid or ineffectual, unless the third party had express notice that the transaction was in excess of the powers of the director or directors at the time it was entered into
- 3 Appointment of directors
- 3 1 The number of directors is not subject to any maximum, unless the company by ordinary resolution decides otherwise. The minimum number of directors is one
- 3 2 Any person who is willing to act may be appointed as a director
- 3 2 1 by the company passing an ordinary resolution, or
- 3 2 2 by the holding company or the controlling shareholder at any time giving written notice to the company in accordance with Article 8
- 3 3 The appointment of a director under article 3 2 may be either to fill a vacancy or as an additional director
- 3 4 A director shall not be required to hold any share qualification
- 3 5 Article 17 of Schedule 1 shall not apply to the company

4 Termination of director's appointment

- 4 1 The holding company or the controlling shareholder may at any time give written notice to the company in accordance with article 8, removing any director (however appointed) from office
- 4 2 Where a managing director is removed from office under article 4 1, that removal
- 4 2 1 shall be deemed to be an act of the company, and
- 4 2 2 shall in no way prejudice any claim for damages which he may have in respect of the consequent termination of his executive office
- 4 3 In Article 18 of Schedule 1, in paragraph (f) there shall be substituted for the words 'notification is received by the company from the director' the words 'the director leaves at the company's registered office notification'

PART 3. SHARES AND DISTRIBUTIONS

5 Issue of shares

- 5 1 The company is a private company and accordingly
- 5 1 1 no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company, and
- 5 1 2 no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public
- 5 2 The directors may not, without the consent of the holding company or the controlling shareholder, given in accordance with Article 8
- 5 2 1 allot, agree to allot or put under option any shares in the company, or
- 5 2 2 grant rights to subscribe for or to convert any security into shares in the company
- 5 3 In Article 22 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'such rights or restrictions' the words 'as may be determined by special resolution or attach such rights or restrictions to existing shares'

6 Procedure for declaring dividends

- In Article 30 of Schedule 1, after paragraph (7) there shall be added the following paragraph
- '(8) If any share is issued on terms providing that it ranks for dividend as from a particular date or to a particular extent, that share ranks for dividend accordingly '

PART 4: DECISION-MAKING BY SHAREHOLDERS

7 Proceedings at general meetings

- 7 1 Notice of a general meeting of the company need not be sent to a director in his capacity as such and Section 310(1)(b) of the Act shall be excluded accordingly
- 7 2 In Article 38 of Schedule 1, the existing article shall be renumbered 38(1) and there shall be added the following paragraph
- '(2) One person entitled to vote shall be a quorum if that person is
- (a) a duly authorised representative of the holding company, or
- (b) the controlling shareholder or his proxy'
- 7 3 In Article 44 of Schedule 1-
- 7 3 1 in paragraph (2)(c) there shall be substituted for the words 'two or more persons having the right to vote on the resolution, or' the words 'any person having the right to vote on the resolution',
- 7 3 2 paragraph (2)(d) shall be deleted
- 7 4 At any time when the company has only one member
- 7 4 1 any decision that may be taken by the company in general meeting may be taken by that member solely, and
- 7 4 2 such a decision is as effective as if agreed by the company in general meeting
- 7 5 Where a sole member takes a decision under article 7 4, he must (unless that decision is taken by way of a written resolution) provide the company with written details of that decision

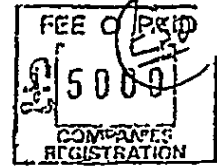
PART 5. ADMINISTRATIVE ARRANGEMENTS

8 Notices etc by holding company or controlling shareholder

- 8 1 This Article applies to any notice given to the company by the holding company or controlling shareholder under any of articles 2 5, 3 2 2 or 4
- 8 2 Any notice or consent referred to in article 8 1 must be in writing and sent or supplied to the company in accordance with Article 48 of Schedule 1
- 8 3 Any notice or consent by the holding company must be signed on its behalf by
- 8 3 1 any two of its directors, or
- 8 3 2 any one of its directors and its secretary, or
- 8 3 3 some other person duly authorised for the purpose
- 8 4 Any notice or consent by the controlling shareholder must be signed by that shareholder

Appendix to the articles of
association

Provisions that are deemed to
be part of the articles of
association pursuant to s. 28 of
the Companies Act 2006
THE COMPANIES ACTS 1948 TO 1981



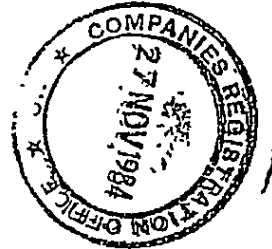
1870532/3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PETER EVANS & ASSOCIATES LIMITED



1. The Name of the Company is " PETER EVANS & ASSOCIATES LIMITED ".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on the businesses of computer programmers consultants and agents; to act as agents for the sale of advisers investigators and organisers in relation to systems of and mechanical and other aids for all kinds of calculations and measurements in connection with the promotion arrangement design programming production and compilation of data processing methods and to provide specialised training and preparation in relation to all matters pertaining thereto; to carry out undertake organise and provide facilities for scientific and technical research and to undertake experimental work with prototypes instruments appliances apparatus metals materials and devices, to discover and develop new processes and materials and to obtain rights of development manufacture and sale in respect thereof; to carry on all or any of the businesses of manufacturers designers installers maintainers importers exporters hirers letters on hire of agents for and dealers in computer programmes computers and data processing equipment and machinery of every description and of and in office equipment and furniture commercial appliances accessories and utensils of every description electronic electrical and general engineers stationers printers and publishers advertising agents and contractors furnishers storekeepers general merchants and traders.

Presented by:-

THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 04P



26 / MH / HAMP / PIT. / 23

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or 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 who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to 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 well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.