

THE COMPANIES ACT 1985
ARTICLES OF ASSOCIATION
OF
WORKNORTH II LIMITED
ADOPTED BY WRITTEN RESOLUTION

DATED: 28 March 2022

1 PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2 INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

"Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;
"executed"	includes any mode of execution;
"the holder"	in relation to shares means the member whose name is entered in the register of members as the , holder of the shares;
"office"	the registered office of the Company;
"seal"	the common seal of the Company (if any);

"secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
"share"	includes any interest in a share;
"United Kingdom"	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3 SHARE CAPITAL

- 3.1 The authorised share capital of the Company at the time of adoption of these Articles is £2,500 divided into 2,500,100 ordinary shares of £1.00 each.
- 3.2 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.
- 3.3 The directors may, if so authorised by an ordinary resolution:
 - 3.3.1 decide to capitalise any profits of the Company (whether or not they are available for distribution), or any sum standing to the credit of the company's share premium account or any reserve or fund of the Company; and
 - 3.3.2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the persons entitled), or as such person directs, and in the same proportions, or in such other manner and proportions as stated in the ordinary resolution.
- 3.4 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 3.5 Regulations 4 and 110 of Table A and, in accordance with section 910) of the Act, sections 890) and 900) to (6) (inclusive) of the Act shall not apply to the Company.

4 LIEN

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5 CALLS ON SHARES AND FORFEITURE

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6 TRANSFER OF SHARES

No shares may be transferred without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act). The first sentence in Regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may".

7 GENERAL MEETINGS

The directors or the holders of more than 50 per cent of the issued equity share capital may call general meetings and regulation 37 of Table A shall not apply to the Company.

8 NOTICE OF GENERAL MEETINGS

- 8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that regulation.
- 8.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment and the appointment of and fixing of the remuneration of the auditors.
- 8.3 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; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

9 PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 9.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

- 9.3 There shall be inserted in Regulation 42 of Table A after "in his absence" the words "the Deputy Chairman or in the absence of both of them".

10 VOTES OF MEMBERS

- 10.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.
- 10.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.
- 10.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

11 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11.1 The number of Directors (disregarding alternate directors) shall be not less than two nor more than four in number. Directors shall be appointed and removed by the holders of more than 50 per cent of the issued equity share capital giving written notice to the secretary.
- 11.2 Regulation 64 shall not apply.
- 11.3 No Director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a Director, by reason of her/his having attained any particular age.
- 11.4 The directors shall not be required to retire by rotation and regulation 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply. The words "and to Article 11" shall be inserted after the word "Act" in the first line of Regulation 84 of Table A.
- 11.5 The Directors present may appoint one of their number to be chairman of the meeting. Regulation 91 of Table A shall not apply.
- 11.6 The Directors shall not be required to hold qualification shares.
- 11.7 No Director may be appointed or removed otherwise than pursuant to these Articles or Regulation 81 of Table A save as provided by law.

12 ALTERNATE DIRECTORS

- 12.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

12.2 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.

12.3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in Article 12 to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company.

13 DISQUALIFICATION AND REMOVAL OF DIRECTORS

13.1 The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if she/he is removed from office pursuant to these Articles or the Act. Regulation 81 of Table A shall be modified accordingly.

14 GRATUITIES AND PENSIONS

14.1 The Directors, on behalf of the Company, may exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No Director or former Director shall be accountable to the Company or the members for any benefit conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. Regulation 87 of Table A shall not apply.

14.2 The Directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

15 PROCEEDINGS OF THE DIRECTORS

15.1 No business shall be transacted at any meeting of the directors unless a quorum is present at the commencement of the meeting and also when such business is voted on. The quorum shall be two Directors. The first sentence of Regulation 89 of Table A shall not apply. The words "Except where these Articles otherwise require" shall be inserted at the commencement of the fourth sentence (in the fourth line) of Regulation 88 of Table A.

15.2 A resolution of the Board of Directors making any recommendation referred to in Regulations 102 and 105 of Table A or approving the payment of any interim dividend pursuant to Regulation 103 or any other resolution of the Board of Directors in connection with the making, paying or declaration of any dividend or other distribution shall only be effective if at least two thirds of the directors present at any meeting shall have voted in favour of it. Regulations 102 to 108 of Table A (inclusive) shall be read and construed subject to the provisions of this Article.

15.3 Meeting of the Directors shall be held as often as may be required. A Director absent or intending to be absent from the United Kingdom may request the Directors during her/his

absence to send notices of meetings of the Directors or of a committee of the Directors to her/him at such address within the United Kingdom as she/he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Any notice of a meeting of the Directors or of any committee of the Directors shall contain an agenda of the matters to be dealt with at the meeting and be accompanied by all supporting papers and shall be sent to each Director as least three working days prior to the meeting. No matter which has not appeared on the agenda shall be dealt with at the meeting without the consent of all the Directors or all the members of the committee. Upon a matter of urgency any one Directors may require the Secretary to convene a meeting on giving not less than 24 hours written notice containing details of the matters to be discussed at such board meeting accompanied by any documentation required to be considered at the meeting. The Secretary shall circulate such written notice forthwith together with where practicable any documentation received with the notice. A meeting called upon such short notice shall be a valid meeting if a quorum is present. For the purposes of this Article working day means any day other than a Saturday, Sunday or a day which is a public holiday in England.

- 15.4 Any Director may participate in a meeting of the Board by means of conference telephone or other means of electronic communication where by all the persons participating in the meeting can hear and speak to each other and any Director so participating shall be deemed to be present in person at such meeting and may vote and be counted in the quorum therefore. Such meeting shall be deemed to take place unless otherwise agreed where the largest group of those participating is assembled or if no such group where the Chairman is.
- 15.5 A Director who to her/his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such contract or proposed contract in which she/he is interested and if she/he shall do so his vote shall be counted and she/he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

16 THE SEAL

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

17 NOTICES

- 17.1 Any notice to be given pursuant to these articles shall be in writing.
- 17.2 Any notice or other document (including a share certificate) may be served on or delivered to any member or Director by the Company either personally or by sending it by first-class post in a prepaid envelope addressed to the member or Director at her/his registered address, or by delivering it to or leaving it at that address addressed to the member or Director, or by sending it to a facsimile number or electronic address supplied by the member or Director for that purpose, or by any other means authorised in writing by the member or Director concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to

one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

- 17.3 Any such notice or other document, if sent by post, shall be deemed to have been served or delivered forty-eight hours after the day when the same was put in the post and, in providing such notice or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped as a first-class letter and put in the post. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Where notice is sent by facsimile receipt of the appropriate confirmation of sending or where notice is served by electronic means transmission of such electronic message not returned as undeliverable shall be conclusive evidence that the notice was given and the notice shall be deemed to be given at the time of transmission.
- 17.4 Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member in any manner which would be permitted by the Articles if the person or persons concerned were a member or were members and either addressed to her/him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by her/him or them for that purpose. Until such address had been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred.
- 17.5 Regulations 111, 115 and 116 of Table A shall not apply.

18 WINDING UP

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

19 INDEMNITY

- 19.1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.
- 19.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor.
- 19.3 The directors may authorise directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of

any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred in Article 19.2.

20 DIRECTORS' POWERS

20.1 The Directors shall exercise all their powers of management and all voting and other rights and powers of control exercisable by the Company in relation to any subsidiaries, so as to procure that without the previous sanction of an ordinary resolution of the Company:-

20.1.1 the Company shall not, and no subsidiary shall:-

20.1.1.1 whether in one transaction or a number of transactions (whether related or not) transfer or dispose of the whole or any material part of its undertaking or (except in the ordinary course of trading) of its assets;

20.1.1.2 acquire the whole or any part of any undertaking or acquire or dispose of any shares in the capital of any company other than shares in any company which are listed or dealt in on any recognised Stock Exchange by way of bona fide investment only provided that such shares do not represent more than 5 per cent. of the voting equity share capital of such company;

20.1.1.3 increase or authorise the increase of the authorised share capital of the Company or any subsidiary or issue or authorise the issue of any shares comprised in the authorised share capital of the Company or any subsidiary;

20.1.1.4 acquire any asset from or dispose of any asset to, provide any service for or receive any service from or vary any contract or arrangement with any holder of shares of Manchester Airport PLC or any person connected (within the meaning of Section 839 of the Income and Corporation Taxes Act 1988) with any such holder, but so that this Article 20.1.1.4 shall not apply to contracts of employment or transactions in the ordinary course of business conducted on an arms length basis;

20.1.1.5 enter into any contract, arrangement or commitment involving expenditure if the amount or the aggregate amount of such expenditure by the Company under such contract, arrangement or commitment would exceed £5,000,000;

20.1.1.6 create or permit to subsist any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation or other security interest or agreement of any kind over the whole or any part of its undertaking, property or assets (including, without limitation, revenues), present or future, other than those which may arise in the ordinary course of trade and other than those in existence in respect of any assets on the date on which the same is acquired by the Company;

20.1.1.7 make any material change in the nature of the business carried on by the Company or the manner in which or is carried on and for the purposes of this paragraph, changes in nature shall encompass changes in size, scale and scope.

20.1.1.8 borrow monies.

20.2 Regulation 70 of Table A shall be construed in accordance with the foregoing provisions of this Article 20.

