

Company Number: 03367648

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

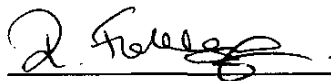
Of

LAW DEBENTURE MC SENIOR PENSION TRUST CORPORATION
(the "Company")

On 7 December 2018 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

That new Articles of Association initialled by the Chairman and marked "A" be adopted as the Articles of Association of the Company.



Inside Pensions Limited
Secretary



Company No: 3367648

Articles of Association of Law Debenture MC Senior Pension
Trust Corporation

Incorporated 2 May 1997

Adopted by special/written resolution passed on 7 December 2018

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THE COMPANIES ACT 1985 AND 2006

PRIVATE UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

LAW DEBENTURE MC SENIOR PENSION TRUST CORPORATION

Adopted by [special]/[written] resolution passed on [DATE]

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 ("Table A") (a copy of which is attached to these Articles) 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:

"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 2006 Act"	the Companies Act 2006 (as amended from time to time)
"connected"	in relation to a director of the Company has the meaning given in section 252 of the 2006 Act
"Corporate Director"	means a body corporate which (a) is in the business of providing professional trustee services; (b) is not connected to or an associate of (as those terms are defined by the Insolvency Act 1986) Morgan Advanced Materials plc (registered number 286773) (the "Principal Employer Group"); and (c) does not provide any other services to or in respect of The Morgan Pension Scheme or the Principal Employer Group (other than as a trustee or trustee director in respect of a pension scheme)

"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
"electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"electronic form" and "electronic means"	have the meaning given in section 1168 of the 2006 Act
"hard copy form"	has the meaning given in section 1168 of the 2006 Act
"holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
"Member Nominated Director"	means Directors who have been designated as such by persons holding a majority of the shares of the Company and who have been nominated and appointed pursuant to arrangements in accordance with sections 242 and 243 of the Pensions Act 2004. The Member Nominated Directors must (so long as there are persons willing to act as such) be members of the Scheme
"office"	the registered office of the Company
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act
"Scheme"	means the Morgan Group Senior Staff Pension and Life Assurance Scheme
"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
"special resolution"	has the meaning given in section 283 of the 2006 Act
"the Statutes"	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company

"United Kingdom"

Great Britain and Northern Ireland

"in writing"

hard copy form or, to the extent agreed (or deemed to be agreed by a provision of the Statutes), electronic form or website communication

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

Where the word **"address"** appears in these Articles it is deemed to include postal address and electronic address and **"registered address"** shall be construed accordingly.

The expression **"working day"** means any day other than Saturday, Sunday and Christmas Day, Good Friday or any other day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Company is registered. References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

3. **SHARE CAPITAL**

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 shares of £1.00 each.

3.2 In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562(1) to (5) (inclusive) of that Act shall not apply to the Company.

3.3 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 1159 of, and Schedule 6 to, the 2006 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 2006 Act.

3.4 In regulation 32 of Table A reference to "ordinary resolution" shall be replaced with "special resolution" such that any alteration of share capital may only be effected by a special resolution.

3.5 The Company may, subject to the 2006 Act:

3.5.1 issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the holder thereof except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable;

3.5.2 purchase its own shares including its own redeemable shares subject to the terms of the purchase being authorised by special resolution in general meeting.

Regulations 3 and 35 of Table A, which otherwise provide the basis on which shares may be redeemed or purchased by the Company, 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 payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A, which provides for a lien only on shares which are not fully paid, shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

Regulation 18 of Table A shall be amended so as to increase the liability of any member in default in respect of a call to include all expenses incurred by the Company by reason of such non-payment.

Accordingly, the Regulation 18 of Table A shall be replaced with the following:

"If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shareholder in respect of which the call was made will be liable to be forfeited".

6. **TRANSFER OF SHARES**

- 6.1 The Directors shall have absolute discretion to refuse to register the transfer of a share (whether or not it is fully paid). Regulation 24 of Table A which otherwise sets out the grounds on which the directors may refuse to register the transfer of a share, shall not apply to the Company.

7. **NOTICE OF GENERAL MEETINGS**

- 7.1 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the 2006 Act.
- 7.2 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 and to all persons entitled to a share in consequence of the death or bankruptcy of a member, provided that the Company has been notified of their entitlement.

8. **PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 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 as follows:

"No business shall be transacted at any meeting unless a quorum is present. 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, 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."

8.2 Regulation 46 of Table A shall be amended to read as follows:

"A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

Subject to the provisions of the 2006 Act, a poll may be demanded by the chairman or by any member present in person and a demand by a person as proxy for a member shall be the same as a demand by the member."

8.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

9. **VOTES OF MEMBERS**

9.1 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A as follows:

"No member shall be entitled to vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid."

9.2 Regulation 62 of Table A shall be amended by inserting the words "(excluding any part of a day that is not a working day)" after the words "48 hours" as follows:

"The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Company in relation to the meeting,

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (b) in the case of a poll taken more than 48 hours (excluding any part of a day that is not a working day) after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours (excluding any part of a day that is not a working day) after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to electronic communications, *includes any number or address used for the purposes of such communications."*

- 9.3 At any time when the Company has only one member ("the Sole Member") any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.
- 9.4 If the Sole Member shall take any such decision as is referred to in **Article 9.3** the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.
- 9.5 Failure to comply with the provisions of **Article 9.4** shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with **Article 9.4**.

10. **WRITTEN RESOLUTIONS**

- 10.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 10.2 For the purposes of this **Article 10** "circulation date" is the date on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

11. **NUMBER OF DIRECTORS**

- 11.1 Regulation 64 of Table A, which would otherwise provide that there is no maximum number of directors, shall not apply to the Company.
- 11.2 Unless and until otherwise determined by the Company in general meeting, the number of directors shall be six of whom one shall be the Corporate Director and three shall be Member Nominated Directors.

12. **ALTERNATE DIRECTORS**

- 12.1 Regulations 65 to 69 (inclusive) of Table A, which set out provisions to enable the appointment of alternate directors, shall not apply to the Company.

13. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 13.1 Subject to **Article 13.6**, persons holding a majority of shares in the Company shall have the sole right to appoint directors, provided that the appointment of Member Nominated Directors shall be made pursuant to arrangements under sections 242 and 243 of the Pensions Act 2004.
- 13.2 A director need not hold any shares of the Company to qualify him as a director.
- 13.3 The Directors shall not be required to retire by rotation and regulations 76 to 79 (inclusive) of Table A, which otherwise govern the procedure for the appointment and retirement of directors, shall not apply to the Company.
- 13.4 The Directors shall be subject to retirement and eligible for reappointment in accordance with *any arrangements which may from time to time be made* under sections 242 and 243 of the Pensions Act 2004.
- 13.5 Subject to **Article 13.6**, persons holding a majority of shares in the Company shall be entitled from time to time to remove from office any director and to appoint another director in the place of any such director who may have been removed from office or otherwise vacated office provided that no Member Nominated Director shall be removed from office unless all of the other directors for the time being have given their prior written agreement to the removal.
- 13.6 The Directors shall be entitled from time to time by unanimous resolution (excluding the Director who is the Corporate Director at the relevant time who shall not be entitled to vote in respect of such resolution) to remove the Corporate Director from office and appoint another director in the place of such Corporate Director who has been removed from office or otherwise vacated office.

14. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 14.1 The office of a director shall be vacated if:
- 14.1.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director; or
- 14.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.1.3 he is, or may be, suffering from mental disorder and either:
- 14.1.3.1 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 1960; or

- 14.1.3.2 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; or
- 14.1.4 he resigns his office by notice to the Company; or
- 14.1.5 he shall cease to be qualified to act as a trustee under sections 3, 4 or 29 of the Pensions Act 1995; or
- 14.1.6 being a Member Nominated Director who at the time of his appointment as a director of the Company was both:
 - (a) a deferred member in respect of the Scheme; and
 - (b) employed by Morgan Advanced Materials plc and/or any other group undertaking of Morgan Advanced Materials plc (as defined by the 2006 Act),
 he either ceases to be a deferred member of the Scheme or he ceases to be employed by an employer as described in paragraph (b) above; or
- 14.1.7 he commences employment with or is otherwise engaged in any capacity by a business which Morgan Advanced Materials plc determine is or could be in competition with Morgan Advanced Materials plc and/or any other group undertaking of Morgan Advanced Materials plc (as defined by the 2006 Act); or
- 14.1.8 being a Member Nominated Director who is in receipt of a pension from the Scheme, he ceases to be in receipt of such pension; or
- 14.1.9 he is removed from office as a director pursuant to **Article 13.5** or **Article 13.6**.
- 14.2 Regulation 81 of Table A, which otherwise determines the basis on which a director shall be disqualified from office, shall not apply to the Company.
- 15. **DIRECTORS' APPOINTMENTS AND INTERESTS**
- 15.1 Subject to the provisions of the 2006 Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - 15.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
 - 15.1.2 may hold any other office or employment with the Company (other than the office of auditor)
 - 15.1.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

- 15.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested other than as an auditor;
- 15.1.5 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- 15.1.6 save for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict provide that the director may not vote in situations prescribed by the Directors when granting such authorisation shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 15.1.1 to 15.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.
- 15.2 For the purposes of **Article 15.1**:
- 15.2.1 a general notice 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 transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 15.2.2 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; and
- 15.2.3 an interest of a person who is for any purpose of the 2006 Act (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
- 15.3 Regulations 85 and 86 of Table A, which otherwise enable a director to be party to certain transactions in which s/he is otherwise interested, shall not apply to the Company.

16. PROCEEDINGS OF DIRECTORS

- 16.1 Any questions arising at any meeting of directors shall be decided by a majority of votes but there shall be deemed to be no such majority if the Corporate Director votes with the minority. Regulation 88 of Table A, which otherwise provides for questions to be decided by a majority of votes alone, shall be modified accordingly.
- 16.2 The quorum at any meeting of the Directors or any committee of the Directors of which the Corporate Director is a member shall include the Corporate Director and no such meeting may transact business in the absence of its representative. Regulation 89 of Table A, which otherwise provides that quorum requirements may be fixed by the directors and unless so fixed shall be two directors, shall be modified accordingly.
- 16.3 Any director may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the 2006 Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 16.4 Regulations 94 to 97 (inclusive) of Table A, which otherwise determines the voting procedures which apply in the event of a director having a conflict of interest, shall not apply to the Company.
- 16.5 If, and as a consequence of section 175(6) of the 2006 Act a director cannot vote or be counted in the quorum at a meeting of the Directors and the meeting is consequently inquorate then it must be adjourned to enable the members of the Company to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

17. NOTICES

- 17.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope" as follows:

"The Company may give any notice to a member either personally or by sending it by post in a first class prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the joint holder 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 to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, *but otherwise no such member shall be entitled to receive any notice from the Company.* In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications."

17.2 Where a notice is sent by first class post, the notice shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent in electronic form, the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission. Regulation 115 of Table A, which would otherwise provide for notice to have been deemed to have been given in these circumstances after the expiration of 48 hours, shall be amended accordingly.

17.3 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the member received or was deemed to have received notice of the fact that the notice was available on the website.

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" as follows:

"If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and with the like sanction determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determined, but no member shall be compelled to accept any assets upon which there is a liability."

19. **INDEMNITIES FOR DIRECTORS**

19.1 Subject to the provisions of, and so far as may be permitted by, the 2006 Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every director, alternate director, secretary or other officer of the Company or any associated Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, secretary or other officer of the Company or any associated Company. The provisions of this indemnity shall also extend to any such liability incurred by every director, alternate director, secretary or other officer of the Company in connection with the Company's activities as trustee of an occupational pension scheme as defined in section 235(6) of the 2006 Act provided that such indemnity will not cover any liability to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising) or any liability incurred in defending criminal proceedings in which he is convicted (as defined by section 235 of the 2006 Act).

Regulation 118 of Table A, which otherwise provides for an indemnity to be given from the assets of the Company, shall not apply to the Company.

19.2 The Directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, secretary or other officer of the Company or associated company.

19.3 Subject to the provisions of, and so far as may be permitted by, the 2006 Act, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred:

19.3.1 in defending any criminal or civil proceedings; or

19.3.2 in connection with any application under sections 661(3), 661(4) or section 1157 of the 2006 Act.

20. **DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

Where the 2006 Act permits the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the 2006 Act.

Subject to any requirements of the 2006 Act only such, documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

21. **OVERRIDING PROVISIONS**

21.1 Subject to **Article 13.6**, persons holding a majority of the shares in the Company may at any time and from time to time appoint any person to be a Director or remove any Director from office but so that any such removal from office shall be deemed an act of the Company and shall take effect without prejudice to any claims for damages for breach of any contract of service between the Director and the Company.