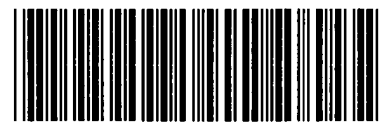


APPENDIX 1
ARTICLES OF ASSOCIATION

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COMPANIES HOUSE

Company No. 03402470

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

HEADLAM GROUP EMPLOYEE TRUST COMPANY LIMITED

Incorporated on 11th July 1997

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEADLAM GROUP EMPLOYEE TRUST COMPANY LIMITED

**(Adopted by
Special Resolution passed 5 April 2022)**

1. Preliminary

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force as at 15 September 1997 (such Table being 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.
- 1.2 Regulations 1, 24, 37, 41, 54, 64, 65 to 69 (inclusive), 73 to 81 (inclusive), 87, 89, 94 to 98 (inclusive), 101, 115 and 118 of Table A shall not apply to the Company.

2. Interpretation

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

"the 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. |
| "Controlling Company" | the company whose name at the date of adoption of these Articles is Headlam Group plc (company registration number 460129). |
| "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 |
| 'Director' | any person who is a director of any company which is a member of the Group but not including any person who is a director of the Company but not of any other member of the Group; |
| "executed" | includes any mode of execution; |
| 'the Group' | the Controlling Company and any other company which is: <ul style="list-style-type: none"> (a) resident in the United Kingdom for the purposes of United Kingdom taxation; and (b) under the control of the Controlling Company; (c) a subsidiary of the Controlling Company within the meaning given by section 736 of the Companies Act 1985; |
| "the holder" | in relation to shares means the member whose name is entered in the register of members as the holder of the shares. |
| 'material interest' | the meaning given in paragraph 16 of Schedule 5 to the Finance Act 1989; |
| "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" means includes any interest in a share.

"the United Kingdom" means 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.

3. **Share Capital**

- 3.1 The authorised share capital of the Company at the time of adoption of these Articles is £1,000 divided into 1,000 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 Regulation 4 of Table A and, in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.4 No share shall be issued or transferred or held by any person other than the Controlling Company or a director or employee of the Controlling Company or some other person expressly nominated in writing for the purpose by the Controlling 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 and transmission**

If any member being a director of the Controlling Company shall cease from any cause to be a director of the Controlling Company, any shares in the Company held by him at the date he ceases to be a director of the Controlling Company shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the directors may appoint some person to execute an instrument of transfer of the shares held by such member.

7. **Directors' power to refuse to register the transfer of shares**

7.1 The directors may refuse to register the transfer of any share unless it is lodged at the registered office of the Company or at such other place as the directors may appoint and it is 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.

7.2 Without prejudice to Article 7.1 the directors may refuse to register the transfer of any share other than a transfer which complies with Article 3.4 and shall not be required or bound to state the reason for any refusal.

8. **General meetings**

8.1 The directors may call general meetings.

8.2 The Company shall adopt as the date of its annual general meeting in respect of any year the date of the annual general meeting of the Controlling Company for the same year.

9. **Notice of general meetings**

9.1 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.

9.2 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, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

- 9.3 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.

10. **Proceedings at general meetings**

- 10.1 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.
- 10.2 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.

11. **Votes of members**

- 11.1 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.
- 11.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.
- 11.3 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.

12. **Directors**

- 12.1 At all times there shall be at least two directors, each of whom must be resident in the United Kingdom for the purposes of United Kingdom taxation.
- 12.2 A director shall be selected and appointed to hold office as such by ordinary resolution of the members of the Company and may be

removed from office as such by written resolution of the members of the Company

12.3 The office of a director shall be vacated if:-

12.3.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

12.3.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.3.3 he is, or may be, suffering from mental disorder and either:-

12.3.3.1 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

12.3.3.2 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

12.3.4 he resigns his office by notice to the Controlling Company; or

12.3.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

13. **Gratuities and pensions**

The directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

14. **Proceedings of the directors**

- 14.1 The quorum for the transaction of business by the board of directors shall be two.
- 14.2 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:-
 - 14.2.1 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;
 - 14.2.2 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;
 - 14.2.3 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;
 - 14.2.4 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
 - 14.2.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 14.2.1 to 14.2.4 (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.
- 14.3 For the purposes of Article 14.2:-
 - 14.3.1 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;
 - 14.3.2 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

14.3.3 an interest of a person who is for any purpose of the 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.

14.4 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 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.

14.5 Regulation 88 of Table A shall be amended by substituting for the sentence:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom"

the following sentence:-

"Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

15. **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.

16. **Notices**

16.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope".

16.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.

16.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively

to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

17. **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".

18. **Indemnity**

- 18.1 Subject to the provisions of section 310 of the Act every 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 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.
- 18.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any 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, officer or auditor.
- 18.3 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, other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in Article 18.2.