

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 16th November 2023 of

LANDMARC SUPPORT SERVICES LIMITED

PRELIMINARY

1 Precedence

- 1.1 The regulations in Table A in The Companies (Tables A to F) Regulations 1985 (as amended to affect companies first registered on the date of adoption of these Articles) shall apply to the Company except as provided in these Articles and so far as not excluded by or inconsistent with these Articles to the exclusion of all other regulations or articles of association.
- 1.2 In the event of any inconsistency between them, the provisions of the Shareholders' Agreement shall prevail over the provisions of these Articles.

2 Interpretation

In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively:

"Act"	The Companies Act 1985 as amended.
"these Articles"	These Articles of Association as from time to time altered.
"clear days"	In relation to the period of a notice, that period excluding (1) the day on which the notice is given or deemed to be given and (2) the day for which it is given or on which it is to take effect.
"communication" and "electronic communications"	Have the same meanings as in the Electronic Communications Act 2000.
"office"	The registered office of the Company for the time being.
"Register"	The register of members of the Company.
"Regulations"	Regulations in Table A in the Companies (Tables A to F) Regulations 1985 (as amended to affect companies first registered on the date of adoption of these Articles).
"Shareholders Agreement"	The shareholders agreement dated 21 July 2003 (as amended from time to time) and made between the Company, Mitie (Defence) Limited and DynCorp LLC.
"shareholders' meeting"	Includes both a general meeting and a meeting of the holders of any class of shares of the Company.
"United Kingdom"	Means Great Britain and Northern Ireland.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force (whether coming into force before or after the adoption of these Articles). Subject to this any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A Special or Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles.

SHARE CAPITAL

3 Amount of share capital

- 3.1 The share capital of the Company immediately following the adoption of these Articles is £1,000 divided into 501 'A' Shares of £1 each and 499 'B' Shares of £1 each.
- 3.2 The 'A' Shares and the 'B' Shares shall carry the respective voting rights and rights to appoint and remove Directors and be subject to the restrictions on transfer provided in these Articles, but in all other respects shall be identical and rank equally.
- 3.3 The authorised share capital of the Company shall consist only of 'A' Shares of £1 each and 'B' Shares of £1 each.

SHARES

4 Issue of shares

- 4.1 Subject to Section 80 of the Act and these Articles, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89 of the Act shall not apply.
- 4.2 Unissued shares in the capital of the Company for the time being shall be issued only in such a manner as to maintain the proportions specified in Article 3 and so that on each occasion 'A' Shares and 'B' Shares are issued at the same price and on the same terms as to payment and otherwise. After the first issue of shares made by the Directors, no share of either class shall be issued otherwise than to members holding shares of the same class except with the prior written consent of all the members. As between holders of shares of the same class, any shares shall be issued in proportion to their existing holdings of such shares, or in such other proportions as may be agreed among them.
- 4.3 Except with the written consent of all members, the powers conferred by Regulations 3, and 32 to 35 shall be exercised only in such a way as to maintain the proportions specified in Article 3. Regulations 3 and 32 to 35 shall be modified accordingly.

5 Form of share certificate

Every share certificate shall be executed by the Company in such manner as the Directors may decide (which may include use of the Seal and/or manual or facsimile signatures by one or more Directors) and shall specify the number and class of shares to which it relates and the amount paid up on those shares. No certificate shall be issued representing shares of more than one class. Regulation 6 shall be amended accordingly.

VARIATION OF RIGHTS

6 Manner of variation of rights

- 6.1 Subject to the Act, whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may only be varied or abrogated either with:
 - (a) the written consent of the holders of three-quarters in nominal value of the issued shares of the class; or
 - (b) with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class;and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up.

6.2 To every such separate meeting all the provisions of these Articles relating to general meetings and to the proceedings thereat shall apply mutatis mutandis, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him.

6.3 This Article 6 shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

7 Matters constituting variation of rights

The special rights attached to any class of shares having preferential rights shall unless otherwise expressly provided by the terms of issue of those shares be deemed to be varied by:

7.1 the reduction of the capital paid up on any of those shares;

7.2 the creation or issue of any further shares ranking in priority to them for the payment of a dividend or of capital;

7.3 any amendment to the memorandum of association or these Articles;

7.4 any resolution to put the Company into liquidation; but shall not be varied by:

7.5 the creation and issue of further shares ranking equally with or subsequent to them; or

7.6 the Company purchasing or redeeming an equal number of 'A' Shares and 'B' Shares.

8 Right to refuse registration

The Directors may refuse to register any transfer of a share which is not permitted under the terms of any agreement between the shareholders, but may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of shares (not being fully- paid shares) to a person of whom they do not approve or of a share on which the Company has a lien. Regulation 24 shall be amended accordingly.

GENERAL MEETINGS

9 Annual and Extraordinary General Meetings

An annual general meeting shall be held not more than 18 months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Directors.

10 Chairman

The chairman at any general meeting shall be entitled to a second or casting vote. Regulation 50 shall be amended accordingly.

11 Quorum

Subject to these Articles, the quorum at any general meeting shall be two or more members present in person or by proxy including one person being or representing a holder of any of the 'A' Shares and one person being or representing a holder of any of the 'B' Shares. No business shall be transacted at any general meeting unless a quorum is present. Regulation 40 shall be amended accordingly.

12 Lack of quorum

If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved except that if a meeting to consider a resolution(s) for the winding-up of the Company and the appointment of a Liquidator be adjourned for want of a quorum and if at such adjourned meeting such a quorum is not present within five minutes from the time appointed for the adjourned meeting, any one or more members present in person or by proxy shall constitute a quorum for the purposes of considering and if thought fit passing such resolution or resolutions but no other business may be transacted. Regulation 41 shall be modified accordingly.

13 Written resolutions

In the case of a corporation, a written resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly and shall apply (as extended) mutatis mutandis to written resolutions of any class of members of the Company.

VOTES OF MEMBERS

14 Votes attaching to shares

At a general meeting, on a show of hands every member who is present in person shall have one vote. and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder; Provided that:

14.1 no shares of either class shall confer any right to vote upon a resolution for the removal from office of a Director appointed or deemed to have been appointed by holders of shares of the other class; and

14.2 if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present.

Regulations 54 shall not apply.

PROXIES AND CORPORATE REPRESENTATIVES

15 Proxy need not be a member

A proxy need not be a member of the Company.

16 Deposit of form of proxy

The appointment of a proxy must either:

16.1 be received at such address (if any) specified in the notice convening the meeting (or, if no place is so specified, at the Office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used; or

16.2 be received by the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll.

16.3 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

16.3.1 in the notice convening the meeting, or

16.3.2 in any instrument of proxy sent out by the company in relation to the meeting, or

16.3.3 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 before the time for holding the meeting or adjourned meeting to which the person named in the appointment proposes to vote;

In this Article and for the purposes of Regulation 63, "address" in relation to electronic communications, includes any number or address used for the purpose of such communication.

Regulation 62 shall not apply.

17 Corporations acting by representatives

Any corporation which is a member may authorise such person as it thinks fit by resolution of its directors or other governing body to act as its representative at any shareholders' meeting. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

DIRECTORS

18 Not Used

19 Share qualification

A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at shareholders' meetings the holders of which appointed him as Director. Regulation 44 shall be amended accordingly.

20 Directors' remuneration

No Director shall be entitled to receive any amount by way of remuneration, salary, commission or expenses solely by virtue of performing his duties as such.

APPOINTMENT AND REMOVAL OF DIRECTORS

21 Appointment of Directors

21.1 The holders of a majority of the 'A' Shares may from time to time appoint 2 persons to be Directors and these Directors and any alternates shall be called 'A' Directors. The holders of a majority of the 'B' Shares may from time to time appoint 2 persons to be Directors and these Directors and any alternates shall be called 'B' Directors.

21.2 Not more than one-half of the maximum number of Directors for the time being authorised shall be 'A' Directors and not more than one-half of such maximum number shall be 'B' Directors.

21.3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a Director. The notice shall give the particulars of that person which would, if he were appointed, be required to be included in the Company's register of Directors. Regulations 76 to 80 shall not apply.

21.4 No Director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall be modified accordingly.

22 Vacation of office

22.1 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he is removed from office by the holders of a majority of the class of shares which appointed him but so that if he holds an appointment to an executive office which thereby automatically ends such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

22.2 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply.

23 Form of appointment and removal

Any such appointment or removal by the holders of a majority of the relevant class of shares shall be in writing served on the Company and signed by the persons appointing or removing the Director. In the case of a corporation such document may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

ALTERNATE DIRECTORS

24 Appointment of alternate Directors

24.1 Any Director other than an alternate Director may at any time appoint any person (including another Director) to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Articles 21 and 22. The same person may be appointed as the alternate Director of more than one Director. Regulations 65 to 68 shall not apply.

24.2 The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director of whom he is the alternate ceases to be a Director.

25 Attendance and notice of meetings

- 25.1 An alternate Director shall be entitled to receive notices of meetings of the Directors and of all committees of Directors of which his appointer is a member and shall be entitled to attend and vote and be counted in the quorum at any such meeting at which his appointer is not personally present and generally to perform all the functions of his appointer in his absence. The provisions of these Articles shall apply as if the alternate Director were a Director of the relevant class. It shall not be necessary to give notice of meetings to an alternate Director who is absent from the United Kingdom.
- 25.2 If an alternate Director shall tie himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative but he shall count as only one for the purpose of determining whether a quorum is present.
- 25.3 Save as otherwise provided in these Articles, an alternate Director shall not have power to act as a Director and shall not be deemed to be a Director for the purposes of these Articles, and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointer. Regulation 69 shall not apply.
- 25.4 A resolution signed by an alternate Director need not also be signed by his appointer and, if it is signed by his appointer, it need not be signed by the alternate Director in that capacity. If the Director of whom he is the alternate is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any written resolution of the Directors shall be as effective as the signature of the Director of whom he is the alternate.

26 Alternate Directors' interests and remuneration

Article 20 (Director's remuneration) shall apply to alternate Directors as if they were Directors of the Company.

MEETINGS AND PROCEEDINGS OF DIRECTORS

27 Convening of meetings of Directors

Notice of a meeting of Directors must be given to any Director for the time being absent from the United Kingdom. Regulation 88 shall be amended accordingly.

28 Notice of Directors' meetings

- 28.1 Unless otherwise agreed in writing by an 'A' Director and a 'B' Director in any particular case, at least 10 clear days' written notice shall be given to each Director of every meeting of the Directors.
- 28.2 Each such notice shall (i) be sent to the address notified from time to time by each Director to the Secretary as his address for the service of such notices (of if no address has been so supplied, to his last known address); (ii) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting; (iii) be accompanied by any relevant papers for discussion at such meeting; and (iv) if sent to an address outside the United Kingdom, be sent by courier or facsimile transmission.

29 Quorum

The quorum at a meeting of Directors shall be one 'A' Director and one 'B' Director. If within half an hour of the time appointed for the holding of any meeting of the Directors either an 'A' Director or a 'B' Director shall not be present the Director(s) present shall resolve to adjourn that meeting to a specified place and time (which shall not be earlier than three nor later than seven days after the date originally fixed for the meeting). An alternate Director shall be counted in the quorum in the same capacity as his appointer but so that not less than two individuals will constitute the quorum. Regulation B9 shall not apply.

30 Directors' resolutions

All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution. In the case of an equality of votes, the chairman shall have a second or casting vote. Regulation 88 shall be modified accordingly.

31 Telephone board meetings

The Directors, and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be one 'A' Director and one 'B' Director so linked. 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 is.

32 Chairman

The Chairman of the board of Directors shall be appointed by the holders of a majority of the 'A' Shares. If no Chairman shall have been appointed or if at any meeting of the Directors no Chairman shall be present within five minutes after the time appointed for holding the meeting, the A Director present at the meeting shall be the Chairman of the meeting. The Chairman shall be entitled to a second or casting vote. Regulations 84, 88 and 91 shall be amended accordingly.

COMMITTEES OF THE DIRECTORS

33 Appointment and constitution of committees

33.1 The Directors may delegate to any managing director or any committee such of their powers as they consider desirable to be exercised by him or it.

33.2 Insofar as any power or discretion of the Directors is delegated to a committee, any reference in these Articles to the exercise by the Directors of the delegated power or discretion shall be read and construed as if it were a reference to the exercise of that power or discretion by such committee. In exercising its delegated powers, any committee shall conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee. Regulation 72 shall be amended accordingly.

34 NOT USED

DIRECTORS' INTERESTS

35 Directors may have interests

Subject to Regulations 85 and 86, a Director may vote and be taken into account for the purposes of a quorum on any matter in which he is in any way interested and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence of that matter. Regulations 94 to 98 shall be modified accordingly.

36 Directors' information

Any 'A' Director or 'B' Director shall be entitled to disclose to the holders of the 'A' Shares or 'B' Shares (as the case may be) which appointed him as Director such information concerning the business and affairs of the Company as he sees fit. If there is more than one 'A' Shareholder or 'B' Shareholder, the director appointed by the holders of that class of Shares shall ensure that each of the shareholders of the same class receives the same information on an equal footing.

POWERS OF DIRECTORS

37 Borrowing powers

Subject to the Act and to approval by ordinary resolution of the Members, the Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage or charge all or part of its undertaking, property (present and future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

DIVIDENDS

38 Restrictions

38.1 No dividend shall be paid otherwise than out of profits available for distribution under the Act.

39 Retention of dividends

- 39.1 The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the moneys payable to the Company in respect of that share.
- 39.2 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

CAPITALISATION OF PROFITS AND RESERVES

40 Capitalisation of profits and reserves

- 40.1 The Directors may, with the sanction of an ordinary resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the holders of 'A' Shares and 'B' Shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and:
- (a) on behalf of the holders of 'A' Shares applying that part of such sum distributable amongst them in paying up in full unissued 'A' Shares for allotment and distribution credited as fully paid up to and amongst them; and
 - (b) on behalf of the holders of 'B' Shares applying that part of such sum distributable amongst them in paying up in full unissued 'B' Shares for allotment and distribution credited as fully paid up to and amongst them.

Regulation 110 shall not apply.

- 40.2 The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned. Regulation 110 shall not apply.

ACCOUNTS

41 Accounting records

Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Act shall be kept at the Office, or at such other place as the Directors think fit, and shall always be open to inspection by the officers of the Company. Every member of the Company shall have the right to inspect and take copies of any account or book or document of the Company during the Company's normal hours of business. Regulation 109 shall not apply.

INDEMNITY

42 Indemnity

- 42.1 Subject to the provisions of and so far as may be permitted by law, every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties, powers or office including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

- 42.2 Without prejudice to the provisions of Regulation 87 or Article 42.1, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director or officer of any Relevant Company (as defined in Article 42.3), or who is or was at any time a trustee of any pension fund or employees' share scheme in which, employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.
- 42.3 For the purpose of Article 42.2, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

NOTICES

- 42.4 A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom and the last sentence of Regulation 112 shall be amended accordingly.

OVERRIDING PROVISIONS

43 NOT USED