

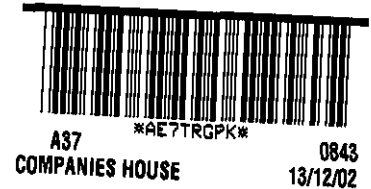
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TORIN SIFAN LIMITED ("Company")



In accordance with section 381A of the Companies Act 1985, on 27 November 2002 the sole member of the Company which at that date was entitled to attend and vote at a general meeting of the Company, resolved that:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £1,000 to £20,000,000 by the creation of 19,999,000 ordinary shares of £1 each in the capital of the Company, each having the rights set out in the articles of association to be adopted by the Company pursuant to resolution 4 below.
2. **THAT** the directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("Act") to allot up to 19,999,999 ordinary shares of £1 each in the capital of the Company provided that this authority shall expire on the fifth anniversary of the date of this resolution and that the directors shall be entitled under the authority conferred by section 80(7) of the Act and of this resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require securities of the Company to be allotted after the expiry of such authority.

These written resolutions took effect as ordinary resolutions of the Company.

SPECIAL RESOLUTIONS

3. **THAT** the memorandum of association be altered by the insertion at clause 3.2 of the following:

"To carry on the business of a holding company and, for that purpose, to acquire and hold,

either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and whether a subsidiary company of or under the control of the Company or otherwise and to control, co-ordinate, finance and manage the business, activities and affairs of the same and to exercise and enforce all rights conferred by or incidental to the ownership of any such shares, stock, obligations or other securities, and to acquire and hold debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority (supreme, dependent, municipal, local or otherwise) in any part of the world"

and the insertion at clause 3.3 of the following:

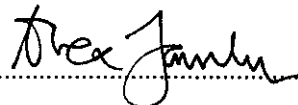
"To promote, finance or assist any other company for the purpose of acquiring all or any of the property, rights or undertaking or assuming the liabilities of the Company, or for any other purpose which may, in the opinion of the directors, be directly or indirectly calculated to benefit the Company or enhance the value of any property of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such company"

and that the other clauses should be renumbered accordingly.

4. **THAT** the draft regulations produced to the meeting and initialled by the Chairman for identification purposes be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company.

These written resolutions took effect as special resolutions of the Company.

Signed:


.....

For and on behalf of DLA Nominees Limited

Dated:

27 November 2022
.....

Company No 4569050

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

OF

TORIN SIFAN LIMITED

(Formerly Broomco (3055) Limited)

Incorporated on the 22nd day of October 2002

DLA Solicitors

3 Noble Street

London

EC2V 7EE

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TORIN SIFAN LIMITED

(Formerly Broomco (3055) Limited)

1. The Company's name is Torin Sifan Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 To carry on business as a general commercial company; that is to say:
 - 3.1.1 to carry on any trade or business whatsoever; and
 - 3.1.2 to do all such things as are incidental or conducive to the carrying on of any trade or business;
 - 3.2 to carry on the business of a holding company and, for that purpose, to acquire and hold, either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and whether a subsidiary company of or under the control of the Company or otherwise and to control, co-ordinate, finance and manage the business, activities and affairs of the same and to exercise and enforce all rights conferred by or incidental to the ownership of any such shares, stock, obligations or other securities, and to acquire and hold debentures, debenture stock, bonds, notes, obligations and securities issued

or guaranteed by any government, sovereign ruler, commissioners, public body or authority (supreme, dependent, municipal, local or otherwise) in any part of the world;

- 3.3 to promote, finance or assist any other company for the purpose of acquiring all or any of the property, rights or undertaking or assuming the liabilities of the Company, or for any other purpose which may, in the opinion of the directors, be directly or indirectly calculated to benefit the Company or enhance the value of any property of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such company;
- 3.4 to borrow or raise money in any manner and to secure by mortgage, charge or lien on the whole or any part of the Company's undertaking and property (whether present or future) including its uncalled capital, the discharge by the Company or any other person of any obligation or liability;
- 3.5 to lend money and advance or give credit with or without security, but not to carry on the business of a registered money lender;
- 3.6 generally to purchase, take on lease or exchange, hire or, by other means, acquire any real or personal property and any rights or privileges over or in respect of it;
- 3.7 to sell, lease, let on hire or otherwise dispose of any real or personal property or the undertaking of the Company, or any part of it, for such consideration as the directors think fit;
- 3.8 to guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act

1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- 3.9 to establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of, or in the employment or service of, the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards insurance for the benefit of any such persons as aforesaid;
- 3.10 to establish and contribute to any scheme for the purchase of, or subscription by trustees for shares in the Company to be held for the benefit of the employees of the Company and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them;
- 3.11 to purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against;
- 3.12 to amalgamate with any other company;
- 3.13 to make donations, gifts or contributions of any kind and for any purpose to any organisation, club or society whatsoever; and
- 3.14 to pay or settle any claims made against the Company whether legally enforceable or not,

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

AND SO THAT:

- 3.15 Each of the objects specified in each sub-clause of this clause 3 shall, except where otherwise expressed in such sub-clause, be regarded as an independent main object and shall not be limited or restricted by reference to or inference from the terms of any other sub-clause of this clause 3 or the name of the Company.
 - 3.16 None of the sub-clauses of this clause 3 or the objects or powers specified or conferred in those sub-clauses shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects and powers provided in each sub-clause as if each sub-clause contained the objects of a separate company.
 - 3.17 The word "company" in this clause 3 (except where it refers to this Company) shall be deemed to include any person or partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere and words denoting the singular only shall include the plural and vice versa.
- 4. The liability of the members is limited.
 - 5. The Company's share capital is £20,000,000 divided into 20,000,000 shares of £1 each.

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Company No. 4569050

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
TORIN SIFAN LIMITED

(Adopted by special resolution passed on 27 November 2002)

THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

TORIN SIFAN LIMITED

(Adopted by special resolution passed on 27 November 2002)

PRELIMINARY

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000) ("**Table A**") shall apply to the Company unless or to the extent that they are excluded or modified by, or are inconsistent with the following provisions and, with the provisions set out in this document, shall constitute the articles of association of the Company and, for the avoidance of doubt, references in this document to "these articles" shall be construed accordingly.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 8, 9, 10, 11, 24, 38, 59, 60, 61, 62, 64, 67, 73 to 81 inclusive, 90, 94, 95, 111, 112, 115 and 118 shall not apply. References in these articles to numbered articles shall be deemed to be references to numbered provisions in this document.
3. In these articles:

 "**address**" in relation to electronic communication means any number or address used for the purposes of such communications;

 "**Parent Company**" means a corporate body which is the registered holder of all of the issued shares in the Company;

"written" and "in writing" include any method of representing or reproducing words in legible form including, for the avoidance of doubt, electronic communication.

4. Where an ordinary resolution of the Company is required for any purpose, a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required for any purpose, a special resolution shall also be effective.

ELECTRONIC COMMUNICATION

5. Regulation 1 shall be modified by deleting the words "'electronic communication' means the same as in the Electronic Communications Act 2000" and substituting instead the words "'electronic communication' means any communication transmitted by way of fax or email" and all references to "electronic communication" in these articles will be construed accordingly.

SHARE CERTIFICATES

6. Regulation 6 of Table A shall be modified by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act".

PURCHASE OF OWN SHARES

7. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

NOTICE OF GENERAL MEETINGS

8. Regulation 37 shall be modified by deleting the words "eight weeks" and substituting instead the words "28 days".
9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 9.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and

- 9.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

PROCEEDINGS AT GENERAL MEETINGS

10. If and so long as there is a Parent Company, its representative, appointed pursuant to article 13 of these articles or a proxy appointed by such a representative, shall be the only person whose presence shall be required in order to constitute a quorum and regulation 40 shall be modified accordingly.
11. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote, and regulation 46 shall be modified accordingly.
12. In the case of joint holders of a share, the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53.
13. A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the directors shall be delivered to the Company before such representative is entitled to exercise any power on behalf of the corporation which he represents.

VOTES OF MEMBERS

14. Regulation 57 shall be modified by including after the word "shall" the phrase "unless the directors otherwise decide".
15. On a show of hands or on a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion and deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it.

16. The appointment of a proxy shall be in writing in any form which is usual or in any form which the directors may approve, and shall be executed by or on behalf of the appointor.
17. 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:
 - 17.1 in the case of an appointment of a proxy by a form of proxy (which for the avoidance of doubt does not include an appointment contained in an electronic communication) be received at the office or such other place within the United Kingdom as may be specified in the notice convening the meeting and/or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote; or
 - 17.2 in the case of an appointment contained in an electronic communication, if an address has been specified for that purpose:
 - 17.2.1 in the notice convening the meeting; or
 - 17.2.2 in any form of proxy or other accompanying document sent out by the Company in relation to the meeting; or
 - 17.2.3 in any invitation to appoint a proxy contained in an electronic communication issued by the Company in relation to the meeting,

be received at such address not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 17.3 in the case of a poll taken more than 48 hours after it is demanded, be received as aforesaid after the poll has been demanded but not less than one hour before the time appointed for the taking of the poll; or
 - 17.4 if a meeting is adjourned for less than 48 hours or if a poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the adjourned meeting or at the meeting at which the poll was demanded to any director or the secretary,

and an appointment of a proxy which is not received or delivered in accordance with this article 17 shall be invalid.

NUMBER OF DIRECTORS

18. Unless otherwise determined by ordinary resolution, there shall not be any maximum number of directors but the minimum number shall be one and, whilst there is only one director, he shall constitute a quorum for all directors' meetings and regulation 89 shall be modified accordingly.
19. When one director only is in office, he shall have and may exercise all the powers and authorities in and over the affairs of the Company as conferred on the board of directors by these articles by written resolution.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. The directors shall (except in the case of the first directors) be appointed and shall (in every case) be subject to removal from office by the Company in general meeting or if there is a Parent Company, by instrument in writing executed by or on behalf of the Parent Company, or if there is no Parent Company, by instrument in writing signed by or on behalf of the holders of a majority of shares for the time being issued and entitling the holders thereof to attend and vote at general meetings of the Company. Every appointment or removal of a director in writing pursuant to this article shall take effect as from the time when the instrument is delivered to the Company.
21. The directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.
22. A director is not required to hold any qualification shares in the Company.
23. A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age. Section 293 of the Act shall not apply to the Company.

ALTERNATE DIRECTORS

24. A director may appoint any person willing to act as such, whether or not he is a director of the Company, to be an alternate director and such person need not be approved by resolution of the directors, and regulation 65 shall be modified accordingly.

25. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors, and regulation 66 shall be modified accordingly.
26. An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a director.

POWERS OF DIRECTORS

27. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities either outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. The office of a director shall be vacated if:
- 28.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 28.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 28.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
 - 28.4 he resigns his office by notice in writing to the Company;
 - 28.5 both he and his alternate director (if any) are absent without the permission of the directors from meetings of directors for six consecutive months, and the directors resolve that his office be vacated; or
 - 28.6 he is removed from office under article 20 of these articles.

PROCEEDINGS OF DIRECTORS

29. Regulation 88 shall be modified by excluding the third sentence and substituting instead the following sentence: "Every director shall receive notice of a meeting whether or not he is absent from the United Kingdom."

30. Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors even if fewer than two directors or alternate directors are physically present at the same place. 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.

DIRECTORS' APPOINTMENTS AND INTERESTS

31. Without prejudice to the obligation of a director to disclose his interest in contracts in accordance with the Act, a director may vote at any meeting of the directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution.
32. A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine, and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship established by his holding of that office.
33. Any director may act by himself or through his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing contained in this article shall authorise a director or his firm to act as auditor to the Company.

NOTICES

34. Any notice or other document to be served on or by or delivered to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing and shall be served or delivered in accordance with articles 35 and 36 or article 37 as the case may be.
35. Any notice or other document may only be served on, or delivered to, any member by the Company:
- 35.1 personally;
 - 35.2 by sending it through the post in a prepaid envelope addressed to the member at his registered address (whether such address be in the United Kingdom or otherwise);
 - 35.3 by delivery of it by hand to or leaving it at that address in an envelope addressed to the member;
 - 35.4 except in the case of a share certificate and only if an address has been specified by the member for such purpose, by electronic communication.
36. In the case of joint holders of a share, all notices and other documents shall be given to the person named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all joint holders.
37. Any notice or other document may only be served on, or delivered to, the Company by anyone:
- 37.1 by sending it through the post in a prepaid envelope addressed to the Company or any officer of the Company at the office or such other place in the United Kingdom as may from time to time be specified by the Company;
 - 37.2 by delivery of it by hand to the office or such other place in the United Kingdom as may from time to time be specified by the Company;
 - 37.3 if an address has been specified by the Company for such purpose (and in the case of an appointment of a proxy such address has been specified in a document or other communication referred to in article 17.2), by electronic communication.
38. Any notice or other document (other than the appointment of a proxy):

38.1 addressed to the recipient in the manner prescribed by these articles shall, if sent by post, be deemed to have been served or delivered:

38.1.1 (if prepaid as first class) 24 hours after it was posted; and

38.1.2 (if prepaid as second class) 48 hours after it was posted;

38.2 not sent by post but delivered by hand to or left at an address in accordance with these articles shall be deemed to have been served or delivered on the day it was so delivered or left;

38.3 sent by electronic communication shall be deemed to have been served or delivered 48 hours after it was sent and in proving such service it shall be sufficient to produce a transaction report or log generated by a fax machine which evidences the fax transmission or a confirmation setting out the total number of recipients sent to or each recipient to whom the message was sent as the case may be.

39. Regulation 116 shall be modified by deleting the words "within the United Kingdom".

INDEMNITY AND INSURANCE

40. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to it, including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether 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 in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

41. The directors may exercise all the powers of the Company to purchase and maintain for any director, auditor or other officer (including former directors and other officers), or any person, insurance against any liability for negligence default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.