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THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LANCER PROJECT MANAGEMENT LIMITED

TUESDAY



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SPE 06/03/2018 #50
COMPANIES HOUSE

PRELIMINARY

1. (a) The regulations constituting Table A of the Companies (Tables A to F) (Amendment) Regulations 2007 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles.

(b) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

SHARE CAPITAL

2. (a) The shares of the Company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the incorporation of the Company and afterwards with the previous sanction of an ordinary resolution (in accordance with Section 80 of the Act), allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, but so that the nominal amount of the issued equity share capital shall not exceed the authorised share capital of the Company.

(b) The directors may allot shares notwithstanding that the authority under Regulation 2 (a) has expired if they are allotted in pursuance of an offer or agreement made by the Company before the authority expired.

(c) The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company, in accordance with the exemption provided by Section 91(1) of the Act.

(d) Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable.

(e) Subject to the provisions of the Act, the Company may purchase its own shares.

(f) Share certificates shall not be required to bear the impression of the Company seal, and Regulation 6 of Table A shall be amended accordingly.

LIEN AND FORFEITURE

3. (a) The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation or Regulation 8 of Table A.

(b) In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares".

TRANSFER OF SHARES

4. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares

PROCEEDINGS AT GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall state that a member entitled to attend and vote thereat may appoint a proxy.

(b) In Regulation 62 of Table A there shall be substituted for the first occurrence of the words "not less than 48 hours before" the words "at any time before"

APPOINTMENT AND RETIREMENT OF DIRECTORS

6. (a) Regulations 76 to 79 inclusive of Table A shall not apply to the Company.

(b) The directors may appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional director.

(c) The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

7. (a) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than one. The first directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

(b) A director who is interested in any transaction or arrangement either with the Company or in which the Company is interested shall be entitled to vote on any such transaction or arrangement at a meeting of the board of directors of the Company providing that he has complied with the disclosure requirements provided by Regulations 85 and 86 of Table A.

(c) In Regulation 87 there shall be inserted after the first occurrence of the words "The directors" the words "on behalf of the Company".

(d) In Regulation 89 of Table A there shall be substituted for the word "two" the word "one".

PARTICIPATION IN PROCEEDINGS OF DIRECTORS

8. A director may participate in a meeting of the directors or of a committee of which he is a member by telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum.