

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
CARIS GIS UK LIMITED  
(the "Company")

On 3 May 2016 the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as special resolutions (the "**Resolutions**")

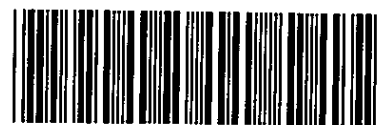
**SPECIAL RESOLUTIONS**

**THAT** the articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

**THAT** the name of the Company be changed to Teledyne CARIS UK, Ltd



Director



A28 06/05/2016 #428  
COMPANIES HOUSE

**Company no: 09036406**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**TELEDYNE CARIS UK, LTD**

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**K&L Gates LLP**

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**Ref JRD/6009149 01026**

Company no: 09036406

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TELEDYNE CARIS UK, LTD**

*(adopted by written special resolution passed on 3 May 2016)*

**PRELIMINARY**

**1 Interpretation**

1 1 In these articles, unless the context otherwise requires

"Act" means the Companies Act 2006,

"Holding Company" means the registered holder of not less than 90 per cent in nominal value of the issued shares giving the right to attend and vote at general meetings of the Company, and

"Model Articles" means the model articles of association for private companies limited by shares set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) as amended prior to the date of adoption of these articles

1 2 Words or expressions contained in these articles which are not defined in article 1 1 but which are defined in the Model Articles shall, unless inconsistent with the subject or the context, have the same meaning in these articles

1 3 Words or expressions contained in these articles which are not defined in article 1 1 or in the Model Articles but which are defined in the Companies Acts shall, unless inconsistent with the subject or the context, have the same meaning in these articles

1 4 A reference in these articles to any statute or statutory provision includes any orders, rules, regulations or other subordinate legislation made under that statute or provision and, if not inconsistent with the subject or the context, includes every statutory modification or re-enactment of that statute or provision for the time being in force

- 1 5 In these articles, unless the context otherwise requires
- (a) references to an article by number are to the relevant numbered paragraph of these articles;
  - (b) words in the singular include the plural and vice versa and words importing one gender include the other genders,
  - (c) the use of the words "**including**" or "**includes**" does not limit the scope of the meaning of the words preceding it, and
  - (d) a reference to a "**person**" includes a body corporate and an unincorporated body of persons

1 6 Headings in these articles are included for convenience only and do not affect the meaning of these articles

## **2 Application of Model Articles**

2 1 The Model Articles shall apply to the Company except in so far as they are modified or excluded by these articles

2 2 Articles 7, 8, 11(2), 11(3), 13, 14, 17(1), 26(5), 52 and 53 of the Model Articles shall not apply to the Company

2 3 These articles and the Model Articles (except in so far as they are modified or excluded by these articles) shall together constitute the articles of association of the Company

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **3 Restrictions on exercise of directors' powers**

3 1 The Holding Company may from time to time restrict the exercise of all or any of the powers, authorities and discretions conferred on the directors under the articles. The imposition of any such restriction shall be effected by the Holding Company giving notice to the Company in accordance with article 19. Any such restriction shall take effect

- (a) in the respects and to the extent specified in the notice, and
- (b) immediately upon the giving of such notice or, if later, the date specified in the notice

- 3 2 No restriction imposed by the Holding Company pursuant to article 3 1 shall invalidate any action taken pursuant to the exercise of any of the powers, authorities and discretions conferred on the directors under the articles prior to the giving of the notice imposing the restriction
- 3 3 No person dealing with the Company shall be concerned to see or enquire whether any restriction has been imposed by the Holding Company pursuant to article 3 1 and no transaction or arrangement entered into by the Company with any third party in breach of any restriction imposed by the Holding Company pursuant to article 3 1 shall be invalid or ineffectual unless the third party had express notice of the restriction

## **DECISION-MAKING BY DIRECTORS**

### **4 Directors to take decisions collectively**

- 4 1 Subject to article 4 2, any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 5
- 4 2 If at any time the Company only has one director and no provision of the articles requires it to have more than one director, the director may, for so long as he remains the sole director, take decisions without regard to any of the provisions of the articles relating to directors' decision-making and exercise all the powers, authorities and discretions conferred on the directors under the articles

### **5 Directors' written resolutions**

- 5 1 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors)
- 5 2 If the Company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors)
- 5 3 Notice of a proposed directors' written resolution must indicate
- (a) the proposed resolution, and
  - (b) the time by which it is proposed that the directors should adopt it
- 5 4 A proposed directors' written resolution is adopted when a majority of the non-conflicted directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting

- 5 5 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles

**6 Quorum for directors' meetings**

- 6 1 Subject to article 6 2, the quorum for directors' meetings shall be a majority of directors from time to time, provided that if at any time the Company only has two directors then the quorum for directors' meetings shall be two

- 6 2 If, in relation to a directors' meeting (or part of such a meeting) held to consider a resolution to authorise a conflict of interest pursuant to article 8 1, there is only one director who, in accordance with that article, is entitled to be counted in the quorum in relation to, and to vote on, such resolution, the quorum for that meeting (or the relevant part of such meeting) shall be one

- 6 3 If at any time the total number of directors is less than the quorum required under article 6 1, the directors or director in office must not take any decision other than a decision to appoint further directors or to call a general meeting for the purpose of appointing further directors

**7 No casting vote at directors' meetings**

If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting shall not have a second or casting vote

**DIRECTORS' INTERESTS**

**8 Authorisation of conflicts of interest**

- 8 1 For the purposes of section 175 of the Act, the directors may authorise any matter proposed to them which would otherwise involve a director breaching his duty under that section to avoid conflicts of interest. However, in order for any such authorisation to be effective, at the directors' meeting at which the proposal to give such authorisation is to be considered, the director in question and any other director having an interest in the matter proposed to be authorised must not be counted in the quorum in relation to, and must not vote on, any resolution giving such authorisation. In addition, the director in question and any other director having such an interest may, if the other directors participating in the meeting so decide, be excluded from the meeting while the matter is under consideration

- 8 2 A director seeking authorisation of a matter under article 8 1 must

- (a) declare to the other directors the nature and extent of his interest in that matter as soon as is reasonably practicable, and

- (b) provide the other directors with such information as is necessary to enable them to decide how to address any actual or potential conflict of interest which may reasonably be expected to arise out of that matter

8 3 Where the directors authorise a matter under article 8 1, the directors may

- (a) (whether at the time of giving the authorisation or subsequently) make the authorisation subject to any terms or conditions (including of a kind described in article 10 1), and
- (b) withdraw the authorisation or vary any terms or conditions to which the authorisation is subject at any time

## 9 Permitted interests

9 1 Subject to compliance with article 9 2, a director

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested,
- (b) may hold any other office or place of profit under the Company (except that of auditor) in conjunction with his office of director and may act, directly or through a body corporate or firm with which he is associated, in a professional capacity for the Company (otherwise than as auditor), in any such case on such terms as to remuneration and otherwise as the directors may decide, and
- (c) may be a director or other officer of, or employed by or otherwise be interested in any holding company or subsidiary of the Company or any other body corporate in which the Company is directly or indirectly interested,

and no authorisation under article 8 1 is necessary in respect of any such interest as is referred to in this article 9 1

9 2 Subject to article 9 3

- (a) in the case of an interest permitted by article 9 1 which is an interest in a proposed or existing transaction or arrangement with the Company, the interested director must declare the nature and extent of his interest to the other directors in a manner and at such time or times as complies with the Companies Acts, and
- (b) in the case of any other interest permitted by article 9 1, the interested director must declare the nature and extent of his interest to the other directors as soon as is reasonably practicable Any such declaration must be made at a directors'

meeting or by a notice in writing sent to the other directors or in such other manner as the directors may determine

**9 3 A director need not declare an interest under article 9 2**

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (b) of which the director is not aware or where the director is not aware of the transaction or arrangement in question (and, for this purpose, a director is treated as aware of matters of which he ought reasonably to be aware),
- (c) if, or to the extent that, the other directors are already aware of it (and, for this purpose, the other directors are treated as aware of anything of which they ought reasonably to be aware), or
- (d) if, or to the extent that, it concerns terms of his service agreement that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for this purpose under these articles

**10 Conflicts of interest - procedures and effect of compliance**

**10 1 Where a director has an actual or potential conflict of interest as a result of having an interest which has been authorised under article 8 1 or is permitted under article 9 1**

- (a) the relevant director must comply with such requirements and procedures as the directors may from time to time impose or adopt for dealing with conflicts of interest (either generally or in relation to the particular conflict of interest in question),
- (b) in particular but without limitation, the directors may require that the relevant director is excluded from receiving any information, from participating in any discussions by the Company and from participating for quorum and voting purposes in any decision of the directors concerning any matter which gives rise or otherwise relates to the conflict of interest, and
- (c) the directors may decide that, where a director obtains (otherwise than through his position as a director) information that is confidential to a third party, the director is under no obligation to disclose that information to the Company or to use or apply that information in relation to the Company's affairs, where to do so would amount to a breach of that confidence

**10 2 A director will not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act as a result of doing (or omitting to do) any act or thing**



in accordance with any terms, conditions, requirements, procedures or decisions imposed, adopted or made by the directors pursuant to articles 8 3 or 10 1

- 10 3 A director shall not, by reason of his office (or the fiduciary relationship thereby established), be liable to account to the Company for any remuneration or other benefit realised by reason of his having an interest which has been authorised under article 8 1 or is permitted under article 9 1 (subject, where relevant, to any terms or conditions imposed pursuant to article 8 3 and any requirements or procedures imposed or adopted pursuant to article 10 1) and no transaction or arrangement shall be liable to be avoided on the grounds of a director having any such interest or realising any such benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

## **11 Restriction on voting**

- 11 1 Subject to article 11 2, a director is not entitled to participate for quorum and voting purposes in the decision-making process at any directors' meeting on any resolution concerning any transaction or arrangement in which he has, directly or indirectly, an interest which may reasonably be regarded as likely to give rise to a conflict of interest

- 11 2 A director is entitled to participate for quorum and voting purposes in the decision-making process at any directors' meeting on any resolution concerning any transaction or arrangement in which he has, directly or indirectly, an interest if

- (a) the interest has been authorised under article 8 1, or
- (b) the interest is permitted under article 9 1 provided that he has declared the nature and extent of his interest in accordance with the Companies Acts and these articles,

unless and to the extent that any terms or conditions imposed pursuant to article 8 3 or any requirements or procedures imposed or adopted pursuant to article 10 1 exclude him from so participating or restrict such participation

- 11 3 If a question arises at a directors' meeting as to the entitlement of a director (including the chairman or other director chairing the meeting) to participate in the meeting (or part of the meeting) for quorum and voting purposes and the question is not resolved by the director concerned voluntarily agreeing not to participate, the question shall be decided by a decision of the directors participating in the meeting (and, for this purpose, the director concerned is not to be counted as participating in the meeting, or that part of the meeting, for quorum or voting purposes) and their decision shall be final and conclusive except in a case where the nature or extent of the interests of the director concerned have not been fairly disclosed

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

### **12 Appointment of directors**

12 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed a director

(a) by ordinary resolution, or

(b) by a decision of the directors, or

(c) by the Holding Company

12 2 The appointment of a director by the Holding Company shall be effected by the Holding Company giving notice to the Company in accordance with article 19 and shall take effect immediately upon the giving of such notice or, if later, the date specified in the notice

12 3 Any appointment of a director pursuant to article 12 1 may be either to fill a casual vacancy or as an additional director

### **13 Removal of directors**

13 1 The Holding Company may at any time remove any director (however appointed) from office

13 2 The removal of a director by the Holding Company shall be effected by the Holding Company giving notice to the Company in accordance with article 19 and shall take effect immediately upon the giving of such notice or, if later, the date specified in the notice

13 3 The removal of a director pursuant to this article 13

(a) shall be deemed to be the act of the Company, and

(b) shall be without prejudice to any claim for damages which the director may have for breach of any contract of service between him and the Company

## **COMPANY SECRETARY**

### **14 Company secretary**

- 14 1 The directors may from time to time appoint any person to be the secretary of the Company. Any such appointment shall be for such period, at such remuneration and otherwise on such terms as the directors may think fit.
- 14 2 Any secretary so appointed may at any time be removed from office by the directors but any such removal shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

## **ALLOTMENT OF SHARES**

### **15 Exclusion of statutory pre-emption rights**

In accordance with section 567 of the Act, none of the requirements set out in section 561 or section 562 of the Act shall apply to an allotment of equity securities (within the meaning of section 560 of the Act) by the Company.

## **SHARE TRANSFERS**

### **16 Transfers of shares - general**

- 16 1 The directors may refuse to register the transfer of a share if
- (a) the transfer is not lodged at the registered office of the Company or such other place as the directors have appointed,
  - (b) the transfer is not 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 or the right of a person other than the transferor to make the transfer on the transferor's behalf,
  - (c) the transfer is in favour of more than four transferees, or
  - (d) the transfer is to a bankrupt, a minor or a person of unsound mind.
- 16 2 If the directors refuse to register a transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless the directors suspect that the proposed transfer may be fraudulent.

## **DECISION-MAKING BY SHAREHOLDERS**

### **17 Decisions by sole member**

17 1 For so long as the Company shall have only one member

- (a) any decision that may be taken by the Company in general meeting may be taken by the sole member acting alone, and
- (b) any such decision shall be as effective as if agreed by the Company in general meeting

17 2 Where a sole member takes a decision under article 17 1, he must (unless that decision is taken by way of a written resolution) provide the Company with details of that decision

## **ADMINISTRATIVE ARRANGEMENTS**

### **18 Deemed delivery of notices, documents and information**

Any notice, document or information sent or supplied by the Company is deemed to have been received by the intended recipient

- (a) if sent by first class post, at the expiration of 24 hours after it was put in the post (or, where second class post is used, at the expiration of 48 hours after it was put in the post) and, in proving such receipt, it will be sufficient to show that the notice, document or information was properly addressed and put into the postal system with postage paid,
- (b) if sent by hand or by courier, at the time it is left at or delivered to the relevant address,
- (c) if sent by electronic means, at the expiration of one hour after it was sent and, in proving such receipt, it will be sufficient to show that the notice, document or information was properly addressed to the intended recipient, and
- (d) if sent or supplied by being made available on a website, when it was first made available on the website or, if later, when the intended recipient received (or is deemed to have received) notice of the fact that the notice, document or information was available on the website

**19 Notices and consents given by the Holding Company**

19 1 This article 19 applies to any notice given by the Holding Company to the Company pursuant to articles 3, 12 or 13

19 2 To be effective, a notice or consent to which this article 19 applies must

- (a) be in writing,
- (b) if in hard copy form, be signed on behalf of the Holding Company by one of its directors or some other person duly authorised for the purpose or, if in electronic form, authenticated as specified in section 1146 of the Act, and
- (c) be given to the Company
  - (i) by being sent or supplied to the Company in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied to the Company, or
  - (ii) by being produced at a directors' meeting

**DIRECTORS' LIABILITIES**

**20 Indemnity**

20 1 Subject to the provisions of, and so far as may be permitted by, the Companies Acts but without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was at any time a director of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or offices as a director of the Company or of an associated company including

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company, and
- (b) any liability incurred by or attaching to him in connection with the activities of the Company or an associated company in its capacity as trustee of an occupational pension scheme (as defined in section 235(6) of the Act)

20 2 Subject to the provisions of, and so far as may be permitted by, the Companies Acts, the Company may also provide any person who is or was at any time a director of the Company with funds to meet expenditure incurred or to be incurred by him of the nature described in section 205(1) or section 206(a) of the Act or do anything to enable that person to avoid incurring such expenditure

20 3 This article 20 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law

## 21 Insurance

Without prejudice to article 20, the directors may decide to purchase and maintain, at the expense of the Company, insurance for or for the benefit of any person who is or was at any time

- (a) a director, officer or employee of the Company or an associated company, or
- (b) a trustee of any pension fund or employees' share scheme in which any employee of the Company or any associated company is interested,

including insurance against any liability attaching to, and any costs, charges, expenses or losses incurred by, any such person in respect of an act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or offices in relation to the Company or an associated company or any such pension fund or employees' share scheme

## 22 Meaning of "associated company"

For the purposes of articles 20 and 21, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate