

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NORTH FIRE ENGINEERING LIMITED (COMPANY NUMBER: 12357902)

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 19 December 2023)

1 INTERPRETATION

In these articles, unless the context otherwise requires, the following definitions and rules of interpretation shall apply:

- 1.1 **the Act** means the Companies Act 2006;
- 1.2 **Appointer** shall have the meaning given in article 13.1;
- 1.3 **Articles** means the company's articles of association for the time being in force;
- 1.4 **Business Day** means any day other than a Saturday, Sunday or public holiday in England and Wales;
- 1.5 **conflict** shall have the meaning given in article 9.1;
- 1.6 **eligible director** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);
- 1.7 **member** or **shareholder** means any holder of shares in the Company from time to time;
- 1.8 **Model Articles** means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles;
- 1.9 **relevant officer** means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by Section 235(6) of the Act)); and
- 1.10 **subsidiary** and **holding company** shall be as defined in Section 1159 of the Act.
- 1.11 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the model articles shall have the same meaning in these articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these articles;

- 1.12 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles;
- 1.13 A reference in these articles to an **'article'** is a reference to the relevant article of these articles unless expressly provided otherwise;
- 1.14 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of;
- 1.14.1 any subordinate legislation from time to time made under it; and
- 1.14.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts; and
- 1.15 Any phrase introduced by the terms **'including', 'include', 'in particular'** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

## **2 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 or are inconsistent with these articles.
- 2.2 Articles 7, 8, 9(1) and (3), 11(2) and (3), 13, 14(1) (2) (3) and (4), 17(1) and (2), 44(2), 52 and 53 of the model articles shall not apply to the company.
- 2.3 Article 20 of the model articles shall be amended by the insertion of the words '(including alternate directors) and the secretary' before the words 'properly incur'.
- 2.4 Article 27(3) of the model articles shall be amended by the insertion of the words', subject to article 12.2,' after the word 'But'.
- 2.5 Article 29 of the model articles shall be amended by the insertion of the words ', or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2),' after the words 'the transmittee's name'.

## **3 DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

- 3.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 4.
- 3.2 If:
- 3.2.1 the company only has one director for the time being, and
- 3.2.2 no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles and/or the model articles relating to directors' decision-making (including for the avoidance of doubt the quorum requirements in article 6).

## **4 UNANIMOUS DECISIONS OF DIRECTORS**

- 4.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

4.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.

4.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

## **5 CALLING A DIRECTORS' MEETING**

5.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

5.2 Notice of a director's meeting shall be given to each director but need not be in writing.

## **6 QUORUM FOR A DIRECTORS' MEETING**

6.1 Subject to article 6.4, the quorum of a valid meeting of the directors is the any two directors.

6.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 9 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

6.3 If the total number of directors in office for the time being is less than the quorum required, the then director or directors must not take any decision other than a decision:

6.3.1 to appoint further directors; or

6.3.2 to call a general meeting so as to enable the shareholders to appoint further directors.

6.4 Whensoever the Company has only one director or one director eligible to vote, then that director shall form a quorum for the business at that meeting.

6.5 A director shall be counted as counting towards in the quorum if he can participate in the meeting, whether in person or via electronic method.

## **7 CHAIRMAN'S CASTING VOTE**

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman shall not have a casting vote.

## **8 DIRECTORS' TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY**

8.1 Subject to Sections 177(5) and 177(6) and Sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:

8.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;

8.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;

- 8.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;
- 8.1.4 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- 8.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested; and
- 8.1.6 shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in Section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under Section 176 of the Act.

## 9 DIRECTORS' CONFLICTS OF INTEREST

- 9.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an '**interested director**') breaching his duty under Section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 9.2 Any authorisation under this article will be effective only if:
  - 9.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;
  - 9.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the interested director; and
  - 9.2.3 the matter was agreed to without the interested director voting or would have been agreed to if the interested director's vote had not been counted.
- 9.3 Any authorisation of a conflict under this article may (whether at the time of giving the authorisation or subsequently):
  - 9.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - 9.3.2 provide that the interested director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the conflict;
  - 9.3.3 provide that the interested director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the conflict;
  - 9.3.4 impose upon the interested director such other terms for the purposes of dealing with the conflict as the directors think fit;

9.3.5 provide that, where the interested director obtains, or has obtained (through his involvement in the conflict and otherwise than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose that information to the company, or to use it in relation to the company's affairs where to do so would amount to a breach of that confidence; and

9.3.6 permit the interested director to absent himself from the discussion of matters relating to the conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

9.4 Where the directors authorise a conflict the interested director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the conflict.

9.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the interested director, prior to such revocation or variation, in accordance with the terms of such authorisation.

9.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **10 DIRECTORS' RECORDS**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

## **11 NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.

## **12 APPOINTMENT AND REMOVAL 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 to be a director:

12.1.1 by ordinary resolution; or

12.1.2 by decision of the directors.

12.2 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

12.3 Each of the A Shareholder and B Shareholder shall be entitled to appoint one director.

12.4 Subject to article 12.3, a director may be removed by an ordinary resolution.

## **13 APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS**

- 13.1 Any director ('appointer') may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:
- 13.1.1 exercise that director's powers; and
  - 13.1.2 carry out that director's responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.
- 13.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
- 13.3 The notice must:
- 13.3.1 identify the proposed alternate; and
  - 13.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

#### 14 **RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS**

- 14.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.
- 14.2 Except as the articles specify otherwise, alternate directors:
- 14.2.1 are deemed for all purposes to be directors;
  - 14.2.2 are liable for their own acts and omissions;
  - 14.2.3 are subject to the same restrictions as their appointors; and
  - 14.2.4 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.
- 14.3 A person who is an alternate director but not a director:
- 14.3.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
  - 14.3.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate); and
  - 14.3.3 shall not be counted as more than one director for the purposes of articles 14.3.1 and 14.3.2.
- 14.4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.
- 14.5 An alternate director may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

## **15 TERMINATION OF ALTERNATE DIRECTORSHIP**

### **15.1 An alternate director's appointment as an alternate terminates**

- 15.1.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- 15.1.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- 15.1.3 on the death of the alternate's appointor; or
- 15.1.4 when the alternate's appointor's appointment as a director terminates.

## **16 SHARE CAPITAL**

### **16.1 Except as otherwise provided in these Articles, shares in the capital of the Company shall rank pari passu in all respects but shall constitute separate classes of shares.**

### **16.2 The issued share capital of the Company at the date of adoption of these Articles is divided into:**

16.2.1 A Ordinary Shares of £0.000,1 each; and

16.2.2 B Ordinary Shares of £0.000,1 each.

### **16.3 No share of any class nor any right to subscribe for or to convert any security into a share of any class shall be allotted or granted otherwise than to the holder of a share of that same class.**

### **16.4 On the transfer of any share as permitted by these Articles:**

16.4.1 a share transferred to a non-shareholder shall remain of the same class as before the transfer; and

16.4.2 a share transferred to a shareholder shall automatically be redesignated on transfer as a share of the same class as those shares already held by the shareholder.

If no shares of a class remain in issue following a redesignation under this article, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, shareholders of that class or directors appointed by that class.

### **16.5 The Shares shall be non-redeemable and shall have the following rights:**

#### **Voting**

16.5.1 Each Share shall confer the right to vote either at a general meeting or on a written resolution pari passu with the other Shares regardless of class.

#### **Dividends**

16.5.2 Every resolution of the directors by which a dividend is declared may direct that such dividend be paid in respect of one or more classes of Share to the exclusion of the other classes or in respect of all classes of shares.

16.5.2 Where a dividend is declared the Company may differentiate between such classes as to the amount or percentage of dividend payable.

16.5.3 No declaration of dividend on any class of Share shall entitle the holders of a separate class of shares to a dividend.

16.5.4 Model articles 30 and 36 shall be modified accordingly.

### **Rights on a Listing**

16.7 Immediately prior to a Listing all shares shall automatically be re-designated as Ordinary Shares of £0.000,1 and shall constitute the same class.

## **17 SHARE TRANSFERS**

17.1 For the purpose of ensuring that a particular transfer of shares is permitted under these articles, the directors may require the transferor or the person named as the transferee in any transfer lodged for registration to furnish to the company such information and evidence as the directors may think necessary or relevant. Failing such information or evidence being furnished to the reasonable satisfaction of the directors within a period of 20 business days after such request the directors shall be entitled to refuse to register the transfer in question.

17.2 A Shareholder may only transfer all of their shares, and not some only.

## **22 PURCHASE OF OWN SHARES**

22.1 Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:

22.1.1 £15,000; and

22.1.2 the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company.

22.2 In the event that the threshold set out in Section 692(1)(b)(i) of the Act is increased the amount in article 22.1 shall automatically be increased accordingly.

## **23 QUORUM**

23.1 In order for a meeting or the members, whether an AGM or EGM, to be quorate it must include:

23.1.1 the A Shareholder; and

23.1.2 a nominated representative of the B Ordinary Shareholder.

## **24 SHAREHOLDER POLL VOTES**

24.1 A poll may be demanded at any general meeting by any qualifying person (as defined in Section 318 of the Act) present and entitled to vote at the meeting.

24.2 Article 44(3) of the model articles shall be amended by the insertion of the words 'A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made' as a new paragraph at the end of that article.

## **25 PROXIES**

25.1 Article 45(1)(d) of the model articles shall be deleted and replaced with the words 'is delivered to the company in accordance with the articles not less than 48 hours before the time appointed for holding



the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate’.

- 25.2 Article 45(1) of the model articles shall be amended by the insertion of the words ‘and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting’ as a new paragraph at the end of that article.

## **26 COMMUNICATIONS**

- 26.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

26.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 2 days after (and excluding) the date that it was posted: or

26.1.2 if properly addressed and sent by airmail either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom five business days after (and excluding) the date that it was posted provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the postal service provider;

26.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address; and

26.1.4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

- 26.2 For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

- 26.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

## **27 INDEMNITY**

- 27.1 Subject to article 27.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

27.1.1 each relevant officer may be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

27.1.1.1 in the actual or purported execution and/or discharge of his duties, or in relation to them; and

27.1.1.2 in relation to the company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in Section 235(6) of the Act), including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default,

breach of duty or breach of trust in relation to the company's (or any associated company's) affairs; and

27.1.2 the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 27.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

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

27.3 In this article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **28 INSURANCE**

28.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company.

28.2 In this article, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.