

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
AND COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**DICKSON & CO (NI) LIMITED**

I, Gavin Russell Mitchell, Director, hereby certify that the within is an up-to-date copy of the Articles of Association of Dickson & Co (NI) Limited.

Signed:   
Gavin Russell Mitchell

Dated this 30<sup>th</sup> day of November 2023



**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990  
AND COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**DICKSON & CO (NI) LIMITED**

**PRELIMINARY**

1. In these Articles and in Table A:

"the Order" means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof and any provisions of the Companies Act 2006 for the time being in force.

"Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (S.R. 1986 No. 264) as amended by the Companies (Tables A to F) (Amendment) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 394) and the Companies (Tables A to F) (Amendment No. 2) (Regulations) (Northern Ireland) 2007 (S.R. 2007 No. 425)

2. Subject, as in hereinafter provided, the regulations contained in Table A shall apply to the Company.

3. Regulations 24, 68, 73 to 78 inclusive, 87, and 118 of Table A shall not apply to the Company, but the articles herewith contained and the remaining regulations of Table A, subject to the modifications herewith expressed, shall constitute the regulations of the Company.

**SHARES**

4. Subject to the provisions of article 5 and to any directions which may be given to the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Article 90(2) of the Order) and without prejudice to the generality of the foregoing, any shares unissued at the date of incorporation of the Company and any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be offered at a discount.

5. The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4, shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or any such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

7. The provisions of Article 99(1) of the Order shall not apply to the Company.

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders, the said Regulation 8 shall be modified accordingly.

9. The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share.

10. **TRANSFER OF SHARES TO A SECURED INSTITUTION**

10.1 Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the Directors shall not decline to register, nor may they suspend registration of any transfer of Shares which:

10.2 is to any bank or institution to which those Shares (the **Charged Shares**) have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);

10.3 is delivered to the Company for registration by a Secured Institution (or its nominee) in order to perfect its security over the Charged Shares; or

10.4 is executed by a Secured Institution (or its nominee) under the power of sale or other power under such security.

11. Notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, neither a transferor or proposed transferor of Charged Shares to a Secured Institution (or its nominee) nor a Secured Institution (or its nominee) will be required to provide any prior written notice to the Company or to offer the Charged Shares which are or are to be the subject of any such transfer to the Members (or any of them), and no Member shall have any right under these Articles or otherwise to require such Shares to be transferred to them whether for consideration or not.

12. The Company shall have no lien on any Charged Shares.

13. Any pre-emption rights contained in these Articles shall not apply in relation to any Charged Shares.

**PROCEEDINGS AT GENERAL MEETINGS**

14. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".

15. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 to Table A shall be modified accordingly.

16. A proxy shall be entitled to vote on a show of hands and Regulation A shall be modified accordingly.

17. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors or its Secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

### **DIRECTORS**

18. The number of Directors need not exceed one and regulation 64 of Table A shall be modified accordingly.

19. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered by Article 21 of the Order.

20. A Director shall not be required to hold any qualification shares in the Company.

### **POWERS AND DUTIES OF DIRECTORS**

21. Subject to the provisions of the Order, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he, or any other firm of which he is a member, may act in a professional capacity for the company or any such other company and be remunerated therefor. Notwithstanding his interest, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be notified accordingly.

22. A Director may exercise all the powers of the Company contained in Clause 3 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

23. Without prejudice to the powers of the Company under Article 311 of the Order to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to give notice to the Company to appoint any person or persons as a Director and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members of the Company or in the case of a member being a company, signed on its behalf by one of its Directors and shall take effect upon being lodged at the Registered Office of the Company.

24. The office of Director shall be vacated if he is removed from office under Article 20 of the Order. Regulation 81 of Table A shall be modified accordingly,

### **ROTATION OF DIRECTORS**

25. A Director shall not be liable to retire by rotation, and accordingly from the commencement of the second sentence to the end of Regulation 79 of Table A shall be deleted.

### **ALTERNATE DIRECTORS**

26. Any appointment or removal of an Alternate Director made under Table A shall be effected by an instrument in writing delivered at the Registered Office of the Company and signed by the appointor.

27. If his appointor is for the time being absent from the United Kingdom or otherwise not available, the signature of an alternative Director to any resolution in writing of the Directors shall deem to be the signature of a Director for the purpose of signing instruments to which the seal is affixed and Regulation 101 of Table A shall be modified accordingly.

28. An Alternate Director shall be entitled to contract and to be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director, any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor, as such appointor may by notice in writing to the Company from time to time direct.

### **PROCEEDINGS OF DIRECTORS**

29. (1) Any Director or member of a committee of a Director may participate in a meeting of the Directors or such committee, by means of conference, telephone or similar communications equipment whereby all persons meeting in this similar manner shall be deemed to constitute "present in person" at such meeting.

(2) A resolution agreed by all the Directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be pursuant to this provision.

30. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A: "Any committee shall have power unless the Director direct otherwise, to co-opt as a member or members of a committee, for any specific purpose any person or persons, although not being a Director of the Company".

31. Regulation 88 of Table A shall be modified by the deletion of the third sentence.

32. A sole Director may exercise all the powers conferred by these articles on a Director and for such time as there is not more than one Director of the Company, there shall be no requirement for a quorum or meetings of Directors, Regulations 88 and 89 shall be modified accordingly.

33. Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may only act for the purpose of filling vacancies or of calling a general meeting".

### **OFFICIAL SEAL FOR USE ABROAD**

34. The Company may have an official seal for use under the provisions of the Order, where and as the Director/s shall determine, and the Company may, by writing under the common seal, appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Whenever in these articles reference is

made to the common seal of the Company, the reference shall, when and so far as may be applicable, to be deemed to include any such official seal aforesaid.

### **NOTICES**

35. Regulation 112 of Table A shall be modified by the following insertion after "registered address" "or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose".

36. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his address or such other address as he may notify the Company) in addition to the persons so entitled under the Order. The third sentence of Regulation 112 of Table A shall be deleted.

37. Regulation 116 of Table A shall be modified by the substitution of the words "at the address", if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

### **INDEMNITY**

38. Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office, including, (without prejudice to the generality of the foregoing) 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 on which relief is granted to him by the Court.

We, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles.

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NAMES, ADDRESSES AND OCCUPATION OF SUBSCRIBER/S

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William Andrew Ashley Dickson  
25 Castlederg Road  
Drumquin  
Co. Tyrone  
BT78 8PH

Director

One

Margaret Ruth Dickson  
25 Castlederg Road  
Drumquin  
Co. Tyrone  
BT78 8PH

Director

One

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Dated this                      day of                      20

Witness to the above signatures:-

Name:

Address:

Occupation: