

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MKB TRADECO LTD (Company Number NI679210)
(Adopted by special resolution passed on *1st JULY* 2022)

1. INTRODUCTION

1.1. In these Articles, the following words have the following meanings:

Act:	the Companies Act 2006;
A Director:	any director appointed to the Company by holders of the A Shares (or his alternate);
Articles:	the Company's articles of association for the time being in force,
A Share:	an ordinary share of £1 in the capital of the Company designated as an A Share;
B Director:	any director appointed to the Company by holders of the B Shares (or his alternate);
B Share:	an ordinary share of £1 in the capital of the Company designated as a B Share;
Business Day:	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in Belfast are generally open for business;
C Share:	an ordinary share of £1 in the capital of the Company designated as a C Share;
Conflict:	any matter or situation which would, if not authorised in accordance with these articles, involve a breach of duty by a director under section 175 of the Act to avoid conflicts of interest;
D Share:	an ordinary share of £1 in the capital of the Company designated as a D Share;
Directors	Means each of the A Director, B Director, C Director and D Director;
Model Articles:	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;

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings 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 but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. 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.
- 1.6. Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

2. ADOPTION OF THE 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, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation. A copy of the Model Articles is set out in the Schedule to these Articles.
- 2.2. Articles 14 of the Model Articles shall not apply to the Company.

DIRECTORS

3. DIRECTORS' INTEREST

- 3.1. In article 14 of Schedule 1, in paragraph (1) there shall be substituted for the words following "in which a director is interested" the words "that director is to be counted as participating in the decision-making process for quorum or voting purposes provided that the director discloses the interest in accordance with either Section 177 or Section 182 of the Act (as the case may be)".
- 3.2. In article 14 of Schedule 1, paragraphs (2) to (4) inclusive shall be omitted. 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 and no contract shall be liable to be avoided on such grounds

SHARES

4. SHARE CAPITAL

- 4.1. Except as otherwise provided in the Articles, the A Shares, B Shares, C Shares and D Shares shall rank pari passu in all respects but shall constitute separate classes of shares.

5. FURTHER ISSUES OF SHARES: AUTHORITY

- 5.1. The directors are generally and unconditionally authorised, for the purpose of section 551 of the Act, to exercise any power of the Company to:
- 5.1.1.offer or allot,
 - 5.1.2.grant rights to subscribe for or to convert any security into, or
 - 5.1.3.otherwise deal in, or dispose of,
- any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper.