

Company Number: SC174433

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DIAMAC ENGINEERING LIMITED (Company)



24 January 2020 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that resolutions below are passed as an ordinary resolution (**Ordinary Resolution**) and a Special Resolution (**Special Resolution**) of the Company.

ORDINARY RESOLUTION

THAT the Company redeem the one redeemable preference share of £1 held by Carole Anne Syme (being all the redeemable preference shares of the Company in issue at the Circulation Date) on the terms of the attached notice.

SPECIAL RESOLUTION


THAT the Company adopt new Articles of Association in the form of the draft attached to this resolution and for the purposes of identification only, initialled by Sole Director of the Company, and that such new Articles of Association be adopted in substitution of the Company's existing Articles of Association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution. The undersigned, being those persons entitled to vote on the above resolution and the holders of the redeemable preference shares in the Company, on the Circulation Date, hereby irrevocably agree to the Ordinary Resolution and the Special Resolution:

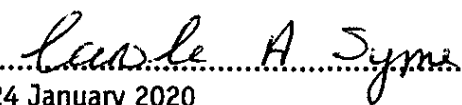
Signed by Alistair Syme

Date


.....
24 January 2020

Signed by Carole Anne Syme

Date


.....
24 January 2020

NOTES

1. If you agree to both, the Ordinary Resolution and Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

1.1. **By hand:** delivering the signed copy to Alistair Syme, Diamac Engineering Limited, Unit 4, Woodend Business Centre, Cowdenbeath, Fife, KY4 8HG.

1.2. **Post:** returning the signed copy by post to Alistair Syme, Diamac Engineering Limited, Unit 4, Woodend Business Centre, Cowdenbeath, Fife, KY4 8HG.

If you do not agree to both, the Ordinary Resolution and the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to both resolutions, you may not revoke your agreement.
3. Unless by the last day of the 28 day period beginning with the Circulation Date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANIES LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DIAMAC ENGINEERING LIMITED
(registered number 174433)

As amended by Special Resolution
dated

24 January 2020

24 January 2020

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION¹

OF

DIAMAC ENGINEERING LIMITED

PRELIMINARY

1.

- 1.1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2. In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2.

- 2.1 The Share capital of the Company at the date of adoption of these Articles is £20,000 divided into 19,900 ordinary shares of £1.00 each and 100 Redeemable Preference Shares of £1.00 (In these Articles referred to as the "Preference Shares").
- 2.2 The rights attaching to the Preference Shares shall be as follows:-

¹ Adopted by written resolution dated 24 January 2020

(i) Dividends

Distributions shall be recommended, declared and paid to the holders of the Preference Shares as to such amount and frequency as the directors in their absolute discretion may determine.

(ii) Return on capital

On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied first in paying to the holders of the Preference Shares the sum of £1.00 per share.

(iii) Redemption

Subject to the provisions of Part V, Chapter VII of the Act as to the redemption of shares, the Company or the holders of the Preference Shares may redeem the Preference Shares at any time on one party giving to the other notice in writing. Any notice of redemption shall specify the date fixed for redemption and the place in the United Kingdom at which the certificate for the Preference Share is to be presented for redemption. Upon such date the holders of the Preference Shares to be redeemed shall deliver to the Company at such place the certificate for such shares, and thereupon the Company shall cancel the certificate and shall pay to the holders the sum of £1.00 per share.

(iv) Voting

The holders of the Preference Shares shall have no voting rights in the Company. Nor shall they be entitled to receive notice of or attend at general meetings of the Company.

(v) Transfer

The Preference Shares shall be non transferable and the directors shall not register any transfer thereof.

ALLOTMENT OF SHARES

3.

- 3.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to Section 80 of the Act and to paragraph 3.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 In accordance with section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.3 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of adoption of these Articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

SHARE CERTIFICATES

- 4. The words "shall be sealed with the seal" where they appear in the second sentence in Clause 6 in Table A shall be deleted and replaced with the following "shall be executed on behalf of the Company". Clause 6 in Table A shall be modified accordingly.

LIEN

5

- 5.1 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien

on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

- 5.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6.

- 6.1. A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and Auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

- 6.2. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

- 6.3. It shall not be necessary to give notice of any general meetings to the holders of the Preference Shares.

- 6.4. Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- 6.5. If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 6.6. Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7.

- 7.1. Clause 64 in Table A shall not apply to the Company.
- 7.2. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of the directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally and Clause 89 in Table A shall be modified accordingly.
- 7.3. The directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 7.4. No person shall be appointed a director at any general meeting unless either:-
 - 7.4.1. he is recommended by the directors; or

7.4.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

7.5. Subject to paragraph 7.4 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7.6. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph 7.2 above as the maximum number of directors and for the time being in force.

BORROWING POWERS

8. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

9.

9.1. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

- 9.2. A director or any such other person as mentioned in Clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11.

- 11.1. The directors may exercise the powers of the Company conferred by clause 3(r) 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.

- 11.2. Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12.

- 12.1. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

12.2. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

12.3. Members of the Board or of any Committee thereof may participate in a meeting of the Board or of such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

INDEMNITY

13.

13.3. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

13.4. Clause 118 in table A shall not apply to the Company.

TRANSFER OF SHARES

14. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.