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Company Number: SC301415
A Private Company Limited by Shares

**Articles of Association of
HAMILTON & BRYDIE LIMITED**
**(Adopted by Special Resolution on
2023)**



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HAMILTON & BRYDIE LIMITED
(Adopted by Special Resolution on 2023)

1 Interpretation

- 1.1 In these Articles, unless the context otherwise requires.

"Act" means the Companies Act 2006, as amended, extended, consolidated or re-enacted from time to time;

"Business Day" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London;

"Deferred Consideration" shall have the meaning given to it in the share purchase agreement between Derek Brydie and Gillian Brydie, David Hynd Anderson and Marie Anderson and Hardroad Limited in relation to the sale and purchase of the entire issued share capital of the Company.

"electronic" has the meaning given in section 1168 of the Act; and

"Model Articles" means the model articles for private companies limited by shares set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date when these Articles become binding on the Company, and reference to a numbered Model Article is to the relevant article of the Model Articles.

"Shareholder Director" means Benjamin Hancock, Andrew Hetherington, Stephen Pelter, Terry Billington or any other director designated as a 'Shareholder Director' in writing by a shareholder or shareholders holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings.

- 1.2 In these Articles, unless the contrary intention appears, any reference to the singular includes the plural and vice versa and reference to any gender includes the other genders

2 Applicability of Model Articles

- 2.1 The Model Articles apply to the Company save as inconsistent with these Articles. No other regulations or articles prescribed by subordinate legislation under any statute concerning companies shall form part of the articles of association of the Company.
- 2.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles.

3 Decision-making by directors

- 3.1 The general rule about decisions of the directors is that they must:
- 3.1.1 be a majority decision taken at a directors' meeting; or
 - 3.1.2 take the form of a resolution in writing, copies of which have been signed by a majority of eligible directors or to which a majority of eligible directors has otherwise indicated agreement in writing, provided that the eligible directors signing or indicating agreement to the resolution would have formed a quorum at a directors' meeting.

- 3.2 References in Article 3.1.2 to eligible directors are to directors that would have been entitled to vote on the matter and have their votes counted if it had been proposed as a resolution at a directors' meeting.
- 3.3 Model Articles 7(1) and 8 do not apply.
- 3.4 Notice of a directors' meeting (or any adjournment thereof) given to a director by electronic means, if sent to an electronic address provided by the director for the purpose is deemed to have been received by the director one hour after it was sent.
- 3.5 Entitlement to notice of a directors' meeting may be waived by a director by giving notice to that effect to the Company at any time before or after the meeting and such waiver does not affect the validity of the meeting or of any business conducted at it. Model Article 9(4) does not apply.
- 3.6 Directors may participate in a directors' meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. If all the directors participating a meeting are not in the same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. Model Article 10 does not apply.
- 3.7 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting. The quorum for a directors' meeting is two directors one of which must be a Shareholder Director. Model Article 11 does not apply.
- 3.8 The chairman of the board of directors shall be a Shareholder Director.

4 Directors' interests

- 4.1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict with the interests of the Company, may be:
- 4.1.1 appointed as director of the Company by notice in writing by any shareholder in accordance with these Articles;
 - 4.1.2 a shareholder of the Company, or an employee or director or other officer of, or otherwise engaged by or interested in, any shareholder of the Company or any parent undertaking of any shareholder of the Company or any subsidiary undertaking of any parent undertaking of any shareholder of the Company;
 - 4.1.3 an employee or director or other officer of any subsidiary undertaking of the Company or any undertaking in which the company is otherwise interested;
 - 4.1.4 a beneficiary of any trust or trusts established for the benefit of employees and directors or former employees and directors of the Company.
- 4.2 The directors shall have power, in accordance with this Article 4, to authorise (an **"Authorisation"**) any other matter which would or might give rise to any breach of the duty of a director under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

- 4.3 An Authorisation may be proposed to and resolved on by the directors in accordance with these Articles in the same way as any other matter but shall only be effective where:
- 4.3.1 reasonable details of the matter or situation to which the Authorisation relates were disclosed to the directors; and
 - 4.3.2 in accordance with section 175(6) of the Act, any requirement as to the quorum at the meeting at which the Authorisation is considered is met without counting the director in question or any other interested director and the Authorisation was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 4.4 An Authorisation may be given subject to such terms and conditions as the directors may determine at their absolute discretion (including as to the period, extent and scope of the Authorisation, participation by the director in question in the decision-making process where a decision of the directors is concerned with the matter to which the Authorisation relates and the disclosure and use of confidential information).
- 4.5 The directors may revoke or vary an Authorisation at any time, but this shall not affect anything previously done or omitted to be done by the relevant director in accordance with the terms of the Authorisation.
- 4.6 A director shall not be in breach of any duty he owes to the Company by virtue of the fact that pursuant to the terms of an Authorisation (for so long as he reasonably believes the matter to which the Authorisation relates subsists) he:
- 4.6.1 absents himself from meetings of the directors or other proceedings of the directors at which the matter to which the Authorisation relates will or may be discussed;
 - 4.6.2 makes arrangements not to receive, or refrains from considering, any documents relating to the matter to which the Authorisation relates, or makes arrangements for a professional adviser to receive any such documents on his behalf.
- 4.7 A director may from time to time disclose to any shareholder who has appointed him such information concerning the business and affairs of the Company as he sees fit.
- 4.8 A director is not required to disclose to the Company any confidential information he obtains in any capacity described in Article 4.1.2 or 4.1.3 or in relation to any matter to which an Authorisation relates, or to apply any such information in performing his duties as a director of the Company, if to do so would result in a breach of a duty or obligation of confidence owed by him.
- 4.9 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 4.1 or (save as provided by the Authorisation) resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit.
- 4.10 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company or any other matter in which a director is interested, or in relation to which he owes a duty to someone other than the Company, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless Article 4.11 applies.
- 4.11 This Article applies when:

- 4.11.1 the director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 4.11.2 the director's interest or duty arises only out of any matter to which any Authorisation relates and the terms of the Authorisation permit him to participate in the decision-making process;
 - 4.11.3 the director's interest or duty arises only from a situation described in Article 4.10;
 - 4.11.4 the director has declared the nature and extent of his interest or duty to the other directors at a directors' meeting or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act;
 - 4.11.5 the director's conflict of interest or duty arises from a permitted cause; or
 - 4.11.6 the company by ordinary resolution disapplies Article 4.10.
- 4.12 Model Articles 14(4) and 14(5) apply for the purposes of these Articles. Model Articles 14(1), (2) and (3) do not apply.

5 Appointment and removal of directors

- 5.1 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 by notice to the Company by a shareholder or shareholders holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings.
- 5.2 A shareholder or shareholders holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings may at any time and from time to time by notice to the Company remove from office any director or directors (whether or not such director or directors were appointed under Article 5.1).
- 5.3 Any appointment or removal of a director under Articles 5.1 or 5.2 must be made by notice in writing to the Company and takes effect on delivery to the registered office of the Company or at any directors' meeting or any later date specified in the notice.
- 5.4 A person ceases to be a director as soon as the directors resolve to remove him from office on the grounds that they reasonably believe he has become mentally or physically incapable of acting as a director and may remain so for more than three months. Model Article 18(d) does not apply.
- 5.5 Derek Brydie shall, until such time as all Deferred Consideration has been paid in full, but only to the extent that he is permitted by law to do so, be a director of the Company.
- 5.6 Save as expressly stated, these provisions apply in addition to Model Articles 17 and 18.

6 Alternate directors

Articles 13(3), 15 and 25 to 27 (inclusive) of the model articles for public companies limited by shares, set out at Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as in force on the date when these Articles become binding on the Company apply to the Company.

7 Allotment of shares

- 7.1 The directors shall not exercise any power to allot, or to grant rights to subscribe for or to convert any security into shares in the Company, or to sell any ordinary shares held by the Company as treasury shares, save to the extent authorised from time to time by ordinary resolution.
- 7.2 Sections 561 and 562 of the Act do not apply to the allotment of equity securities (within the meaning given by section 560 of the Act) by the Company.

8 Payment of dividends and other distributions

- 8.1 In Model Article 30(4), the words "the terms on which shares are issued" are replaced with "the rights attached to any shares".
- 8.2 In Model Articles 31(1)(a) to (c) (inclusive) the words "either" and "or as the directors may otherwise decide" are deleted and in Model Article 31(d) the words "either" and "or by such other means as the directors decide" are deleted.
- 8.3 In Model Article 32(a), the words "the terms on which the share was issued" are replaced with "the rights attached to the share".

9 Administrative arrangements

- 9.1 Any communication by any shareholder to any other shareholder under these Articles may be sent in any way in which the Company may from time to time send or supply anything to that other shareholder under Model Article 48(1).
- 9.2 Anything sent or supplied by the Company to a shareholder, or by a shareholder to the Company, under and in accordance with the Act, or by the Company or a shareholder under and in accordance with these Articles, is deemed to have been received by the intended recipient:
 - 9.2.1 if sent by post within the United Kingdom and the sender or supplier is able to show that it was properly addressed, prepaid and posted, two Business Days after it was posted;
 - 9.2.2 if sent by post from outside the United Kingdom to an address inside the United Kingdom, or from inside the United Kingdom to an address outside the United Kingdom, and the sender or supplier is able to show that it was properly addressed, prepaid and posted, five Business Days after it was posted;
 - 9.2.3 if sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, one hour after it was sent.
- 9.3 A shareholder is entitled to inspect any of the company's accounting or other records. Model Article 50 does not apply.