

Company Number 00462364  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

TYPHOON INTERNATIONAL LIMITED (the "Company")

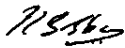
passed on 18 / 11 / 2014

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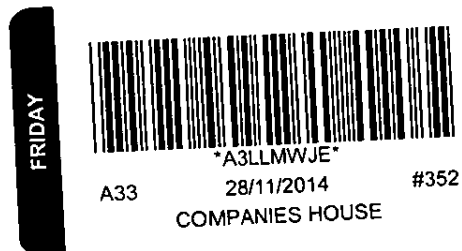
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

**SPECIAL RESOLUTION**

That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006



Director



COMPANY NUMBER: 00462364

COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by special resolution passed on 18.11.2014)

OF

TYPHOON INTERNATIONAL LIMITED (the "Company")

**1 INTERPRETATION**

1.1 In these Articles, unless the context otherwise requires, the following definitions apply

"Act"	the Companies Act 2006,
"business days"	any day (other than a Saturday, Sunday or a bank or public holiday in the United Kingdom) on which clearing banks in the city of London are generally open for business,
"Conflict Situation"	any situation or matter in which any director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company,
"eligible director"	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),
"Equity Securities"	shall have the meaning given in section 560(1) of the Act,
"Group Company"	the Company, a subsidiary or holding company from time to time of the Company and any subsidiary from time to time of any such holding company,
"Group Conflict Situation"	<p>in respect of each director, all or any of the following situations existing at any time while such person is a director</p> <p>(a) being employed or otherwise engaged by any Group Company,</p>

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

3 1 The general rule about decision making 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 1

3 2 If the Company has only one director for the time being 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 relating to directors' decision making .

3 3 Paragraph 7 of the Model Articles shall not apply to the Company

### **4 DIRECTORS – UNANIMOUS DECISIONS**

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

4 4 Paragraph 8 of the Model Articles shall not apply to the Company

### **5 DIRECTORS – QUORUM**

5 1 Subject to Article 3 2, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but it must never be less than two eligible directors, and unless otherwise so fixed, it is two eligible directors

5 2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 7 to authorise a director's conflict of interest, 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

5 3 Paragraph 11(2) of the Model Articles shall not apply to the Company

### **6 DIRECTORS – CASTING VOTE**

6 1 If the number of votes for and against a proposal at a meeting of directors is equal, the chairman or other director chairing the meeting shall have a casting vote

6 2 Article 6 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting)

6 3 Paragraph 13 of the Model Articles shall not apply to the Company

### **7 DIRECTORS – POWER TO AUTHORISE CONFLICTS OF INTEREST**

7 1 The directors may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director infringing his duty to avoid a Conflict Situation provided that, for this purpose, the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted

- 7 7 3 be-entitled to keep confidential and not disclose to the Company any information which comes into his possession as a result of such Group Conflict Situation where such information is confidential as regards any third party

## **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 Act, 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 transaction or arrangement or proposed transaction or arrangement 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 transaction or arrangement or such proposed transaction or arrangement

- 8 2 Paragraphs 14(1) to 14(4) inclusive of the Model Articles shall not apply to the Company

## **9 DIRECTORS – METHODS OF APPOINTING AND REMOVING DIRECTORS**

- 9 1 A member (including any Holding Company) or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or duly appointed attorney or duly authorised representative. The appointment or removal shall take effect when the notice is delivered to or received at the registered office of the Company or is produced at a meeting of the directors. The removal of a director shall be deemed to be an act of the Company and shall be without prejudice to any claim which he may have under any contract with the Company

- 9 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

- 9 3 For the purposes of Article 9 2, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

- 9 4 Paragraphs 17(2) and 17(3) of the Model Articles shall not apply to the Company

## **10 REMUNERATION OF DIRECTORS**

- 10 1 The directors are entitled to such remuneration

10 1 1 for their services to the Company as directors, and

Articles) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

14 2 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

14 2 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

14 2 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and, in addition, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the members for the time being of the Company or any of them and no such member shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

## **15 TRANSMITTEES BOUND BY PRIOR NOTICES**

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name, or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under paragraph 28(2) of the Model Articles, has been entered in the register of members. Paragraph 29 of the Model Articles shall not apply to the Company.

## **16 PURCHASE OF OWN SHARES**

Subject to the Act (but without prejudice to any other provisions of these Articles) the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) with cash up to an amount in a financial year not exceeding the limit for the time being set out in section 692(1)(b) of the Act.

## **17 QUORUM AT GENERAL MEETINGS**

No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote, being a Holding Company or a proxy for, or duly authorised representative of, a Holding Company shall be a quorum. Paragraph 38 of the Model Articles shall not apply to the Company.

## **18 ADJOURNMENT**

If, at any adjourned general meeting, the persons attending it within half an hour of the time at which the meeting was due to start do not constitute a quorum or if, during that adjourned meeting, a quorum ceases to be present, the meeting shall be dissolved. Paragraph 41 of the Model Articles shall be modified accordingly.

## **19 POLL VOTES**

- 21 2 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 addressed to an address permitted for the purpose by the Act

## **22 INDEMNITY**

- 22 1 Subject to the provisions of the Act (but so that this Article 22 1 does not extend to any matter insofar as it would cause this Article or any part of it to be void thereunder), the Company

22 1 1 shall, without prejudice to any indemnity to which the person concerned may otherwise be entitled, indemnify any director or other officer (other than an auditor) of the Company and any associated company against all losses and liabilities incurred by him in the actual or purported execution, or discharge, of his duties in relation to

- a) the Company,
- b) any associated company; and
- c) any occupational pension scheme of which the Company or any associated company is a trustee

including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company, any associated company or any occupational pension scheme of which the Company or any associated company is a trustee, and

- 22 1 2 may, without prejudice to the provisions of Article 22 1 1, purchase and maintain insurance for any person who is or was a director or officer of the Company or any associated company against any loss or liability which he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust or otherwise in relation to the Company, any associated company, any employees' share scheme of the Company or of any associated company or any occupational pension scheme of which the Company or any associated company is a trustee

where for the purposes of this Article 22 1, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

- 22 2 Paragraphs 52 and 53 of the Model Articles shall not apply to the Company