



## Articles of Association

Aber Instruments Limited  
(company number 02213855)

Adopted by special resolution on: 8 April 2024

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The Companies Act 2006  
A Private Company Limited by Shares  
Articles of Association  
of

Aber Instruments Limited (Company number: 02213855)

1 Interpretation

1.1 In these articles of association the following words shall have the following meanings:

ABER	the ABER group of companies which means, ABER Group Limited, a company incorporated in England and Wales under registered number 14864644 and whose registered office is at Unit 5 Science Park, Cefn Llan, Aberystwyth, Ceredigion SY23 3AH and its group (being it and all and any Subsidiaries of it but excluding the Corporate Trustee)
ABER Ethos and Values	ABER's Ethos and Values as adopted and amended from time to time in accordance with the articles of association of ABER Group Limited
ABER Guiding Purpose	ABER's Guiding Purpose as adopted and amended from time to time in accordance with the articles of association of ABER Group Limited
ABER Group Limited	ABER Group Limited (company registration number 14864644)
Aber Instruments Employee Council	a committee of the Employees established in accordance with Article 9 and Appendix A
Aber Instruments Limited	Aber Instruments Limited, a company incorporated in England and Wales under registered number 2213855 and whose registered office is at Unit 5 Science Park, Cefn Llan, Aberystwyth, Ceredigion SY23 3AH and its group
Act	the Companies Act 2006 and any reference 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
Articles	these articles of association of Aber Instruments Limited as originally adopted or as altered from time to time and Article shall be construed accordingly
Corporate Trustee	ABER Trustees Limited (company number 04580925), or any other corporate trustee for the time being of any Employee Share Trust as the context requires

Employee	as defined in Article 9.1 (and the terms Employed and Employment shall be construed accordingly).
Employee Share Trust	any of the ABER Employee Benefit Trust, ABER Employee Ownership Trust or ABER Share Incentive Plan
Operating Board	the directors from time to time of Aber Instruments Limited (for the avoidance of doubt, including any non-executive directors)
Shareholder	a holder of any number of Shares
Shares	the ordinary shares of 1 pence each in the capital of Aber Instruments Limited

1.2 Where the context permits words importing one gender include all genders, words importing singular include plural and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction. The Appendices form part of the Articles and will have the same effect as if in the body of the Articles.

1.3 The regulations contained in the model articles for private companies limited by shares (as set out in schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 3229/2008)) shall not apply to Aber Instruments Limited.

## 2 Location

2.1 The Operating Board shall use its best endeavours to ensure that, at all times, the primary location of Aber Instruments Limited is in Aberystwyth.

## 3 Issuing new Shares

3.1 Subject to Article 11.1.1, the Operating Board may not, without the written consent of ABER Group Limited authorise any allotment or issuance of Shares.

## 4 Transfers of Shares: General

4.1 For the purpose of this Article 4, where any person is unconditionally entitled to be registered as the holder of a Share then, provided that Aber Instruments Limited has been provided with unequivocal evidence to that effect, he and not the registered holder of such Share shall be deemed to be a Shareholder in respect of that Share.

4.2 No Share in Aber Instruments Limited nor any beneficial interest in any such Share shall be transferred without the written consent of ABER Group Limited.

4.3 Notwithstanding the foregoing provisions of this Article, the Operating Board may decline to register:

4.3.1 any transfer of any Share or Shares which has not been made in accordance with the above; and

4.3.2 any transfer of a Share to a person of whom they do not approve.

## 5 Shareholder Meetings

5.1 Each Shareholder shall be entitled to receive notice of and to vote at Shareholder meetings.

5.2 At any meeting of the Shareholders a resolution put to the vote of the meeting shall be decided on a poll (being a public voting process which gives each Shareholder the right to one vote for each Share they hold).

## 6 Return of Capital

6.1 Any surplus assets available on a return of capital on a winding up or otherwise shall be paid to the Shareholders pro rata to their holdings of Shares.

## 7 Dividends

7.1 Aber Instruments Limited may declare or pay dividends (including a dividend in specie).

7.2 Any dividend shall be paid to the Shareholders pro rata to their holdings of Shares.

## 8 Operating Board

8.1 The minimum number of directors of the Operating Board shall be not less than two.

8.2 The minimum attendance for a valid meeting of the Operating Board shall be the greater of two or the majority of appointed directors.

8.3 The directors shall not be subject to retirement by rotation.

8.4 A director may contract with and participate in the profits of any contract or arrangement with Aber Instruments Limited as if he were not a director. A director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to Aber Instruments Limited, or in respect of his appointment to any directorship within ABER and may be counted as present for determining whether the minimum attendance required for a meeting to be valid has been met.

8.5 A resolution in writing may be evidenced by letter, electronic mail or otherwise as the Operating Board may from time to time resolve.

8.6 Any director or other person may participate in a meeting of Operating Board by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a committee of directors in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons are physically present with each other.

8.7 The chairman of the Operating Board shall not have a casting vote.

## 9 Subsidiary Employee Council

9.1 Subject to Article 9.2, the Operating Board shall ensure the establishment of a committee of Employees, which shall include any person for the time being in the employment (whether full or part time) of Aber Instruments Limited. The committee shall be known as the Aber Instruments Employee Council of which:

9.1.1 the selection and appointment and removal of councillors; and

9.1.2 the governance and regulation of its affairs,

are conducted in accordance with Appendix A.

9.2 The requirement to establish a Subsidiary Employee Council shall only apply if there are more than 10 Employees.

## 10 Decision making by the Operating Board

10.1 In making any decision, the Operating Board shall have regard to:

- 10.1.1 the ABER Guiding Purpose;
  - 10.1.2 the ABER Ethos and Values; and
  - 10.1.3 the views of the Aber Instruments Employee Council.
- 11 Matters requiring the consent of the Subsidiary Employee Council
  - 11.1 The following matters may only be approved by the Operating Board with the prior consent in writing of the Subsidiary Employee Council:
    - 11.1.1 an issue of any Shares;
    - 11.1.2 a winding-up of Aber Instruments Limited or of any of its subsidiaries;
    - 11.1.3 the disposal of the whole or a substantial part of the undertaking or assets of Aber Instruments Limited (for these purposes substantial shall mean in excess of 10 per cent of the net asset value of Aber Instruments Limited and in calculating where a disposal is substantial the Operating Board shall aggregate the disposal with all other disposals made by Aber Instruments Limited in the last 12 months);
    - 11.1.4 the making of a loan by Aber Instruments Limited to any person or the taking of a loan by Aber Instruments Limited from any person if the cumulative value of that loan (and all other loans made or taken in the last 12 months) is in excess of 10 per cent of the net asset value of Aber Instrument Limited.
- 12 Indemnity and Insurance
  - 12.1 Every director of Aber Instruments Limited shall be indemnified out of the funds of Aber Instruments Limited against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his duties.
  - 12.2 The Operating Board shall have power to purchase and maintain for themselves insurance against any loss or liability which has been or may be incurred in connection with their duties or powers.
- 13 Notices
  - 13.1 Any notice required by these Articles to be given by Aber Instruments may be given by any written documentary form including by means of electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed.

## Appendix A

### Rules of the Aber Instruments Employee Council

- 1 Function and purpose of the Aber Instruments Employee Council
  - 1.1 The Aber Instruments Employee Council is intended to represent the interests of the Employees, being a person for the time being in the employment (whether full or part time) of Aber Instruments Limited, in:
    - 1.1.1 securing the practical and effective application of the ABER Guiding Purpose and Ethos and Values to the day-to-day conduct of the business of Aber Instruments Limited;
    - 1.1.2 holding to account the Operating Board in the fulfilment of their duty to promote the success of Aber Instruments, having regard to the interests of its Employees;
    - 1.1.3 acting as a channel of communication between the Employees and the Operating Board of Aber Instruments Limited; and
    - 1.1.4 ensuring the selection of a representative to sit on the ABER Group Employee Senedd.
- 2 Composition of the Aber Instruments Employee Council
  - 2.1 The Aber Instruments Employee Council shall consist of individuals appointed to act as councillors for the Employees of Aber Instruments Limited. Where Aber Instruments Limited has:
    - 2.1.1 between 11 and 20 employees, the Aber Instruments Employee Council shall comprise of not more than 2 councillors;
    - 2.1.2 between 21 and 30 employees, the Aber Instruments Employee Council shall comprise of not more than 3 councillors; and
    - 2.1.3 above 30 employees, a maximum of 1 additional councillor may be added for each further 10 employees employed by Aber Instruments Limited,subject in all cases to the maximum number of councillors being 8.
  - 2.2 Appointments shall have a term of 3 years. A councillor may not serve more than two consecutive terms.
  - 2.3 Any Employee who is a permanent Employee, has been employed with Aber Instruments Limited for a period of at least 6 months and has completed their probation can put themselves forward for nomination as a councillor or be nominated by his or her colleagues. However, Employees who are directors of Aber Instruments Limited may not be nominated.
  - 2.4 The selection of all councillors, including replacements, will be by way of a ballot.
  - 2.5 Any ballot will be conducted so as to ensure (as far as is reasonably practicable) those voting do so in secret. All permanent Employees will have one vote.
  - 2.6 The councillors elected will then choose one of their number to act as chairperson of the Aber Instruments Employee Council and such person shall sit as their representative on the Employee Senedd.

- 3 Proceedings of the Aber Instruments Employee Council
  - 3.1 The Aber Instruments Employee Council shall meet together at least twice in every calendar year and may, if it believes it is necessary or appropriate to do so, meet more frequently.
  - 3.2 The Aber Instruments Employee Council may invite all Employees to attend any of its meetings and may determine that certain matters should be put to a ballot of all permanent Employees of Aber Instruments Limited. Again, any ballot will be conducted so as to ensure (as far as is reasonably practicable) those voting do so in secret and all permanent Employees of Aber Instruments Limited will have one vote.
- 4 Reasonable costs of the Aber Instruments Employee Council
  - 4.1 The reasonable costs and expenses of convening and holding a meeting of the Aber Instruments Employee Council (including any necessary and reasonable additional travelling costs incurred in attendance at the Aber Instruments Employee Council) shall be borne by Aber Instruments Limited.
- 5 Time spent on the business of the Aber Instruments Employee Council
  - 5.1 Any time necessarily incurred by any Employee in attending meetings of the Aber Instruments Employee Council, and any time necessarily incurred by the councillors in the business of, or relating to, the Aber Instruments Employee Council, shall, for the purposes of his or her contractual employment commitment, count as part of his or her time spent in fulfilment of that obligation.
- 6 Working with the Operating Board
  - 6.1 For the avoidance of doubt, any communication from the Aber Instruments Employee Council calling upon the Operating Board to take any action or refrain from taking any action in relation to the management of the business of Aber Instruments Limited shall be advisory only. The Operating Board shall not be bound to act in accordance with the wishes of the Aber Instruments Employee Council (or at all) if, in their opinion, to do so would not be in the best interests of Aber Instruments Limited or of its Shareholders or to do so would put the Operating Board (or any of them) in breach of their duties as directors of Aber Instruments Limited.