Company number: 01335179

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
STERLING THERMAL TECHNOLOGY LIMITED (the "Company")

Company registered office: Brunel Road, Rabans Lane, Aylesbury, Buckinghamshire, HP19 8TD

WRITTEN RESOLUTIONS

Circulation date: 20 August 2018 (the Circulation Date)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below be proposed as ordinary resolutions and special resolutions (together the "Resolutions").

ORDINARY RESOLUTIONS

1. That the directors shall have the powers to allot shares, and grant rights to subscribe for or convert any security into shares, given by section 550 of the Act. This authority shall apply in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act (but without prejudice to the validity of any allotment pursuant to such previous authority).

2. That for the purposes of paragraph 47(3)(b) of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of conflicts of interest may be given by the directors in accordance with section 176(5)(a) of the Act at any time following the passing of this resolution.

SPECIAL RESOLUTIONS

3. That the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, have been treated from 1 October 2009 as part of the Company's articles of association, including for the avoidance of doubt the objects clause, be deleted and any provision of the Company's memorandum of association in force immediately before such date as to the amount of authorised share capital, as altered by virtue of any shareholder resolution in force immediately before such date, together with article 3 of the company's articles of association, be removed and revoked.

4. That the articles of association contained in the document attached to these Resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association (including those provisions which are treated as part of those existing articles by virtue of section 28 of the Act).
Company number: 01335179

Agreement to the Resolutions

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: ...............................................................  
For and on behalf of  
Sterling Thermal Technology Holdings Limited  
Date: 20 August 2018  

.................................................................
Company No 01335179

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
STERLING THERMAL TECHNOLOGY LIMITED
(Adopted by special resolution passed on 20 August 2018)
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INTRODUCTION

1. Interpretation

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

Articles: these articles of association of the Company;

Board: the board of directors of the Company from time to time;

Business Day: a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business;

CA 2006: the Companies Act 2006;

Conflict: a situation in which a director has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company a duty he owes to the Company;

Eligible Director: any director who would be entitled to vote on the matter at a meeting of directors;

Exit: the sale or other disposal of the entire issued equity share capital of the Company or a Listing;

Group: in relation to the Company, the Company and any of its direct or indirect holding companies or subsidiaries, and any direct or indirect subsidiaries of its direct or indirect holding companies. Each company in a Group is a member of the Group;

holding company: has the meaning given in article 1.5;

Listing: the admission of any class of the issued share capital of the Company (or any holding company of the Company) to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc’s market for listed securities or to trading on the AIM market operated by the London Stock Exchange plc or any other recognised investment exchange (as defined in section 285 of FSMA), or any regulated market (as defined in the Markets in Financial Instruments Directive (2014/65/EU)) within the
European Economic Area, the New York Stock Exchange, the NASDAQ Stock Market or any other similar stock exchange;

**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 and reference to a numbered Model Article is a reference to that article of the Model Articles;

**Ordinary Share**: ordinary share of £1 in the share capital of the Company;

**Parent**: a shareholder who owns 75% or more of the issued equity share capital of the Company;

**Parent Consent**: the giving of a written consent by or on behalf of the Parent;

**Parent Director**: a director appointed under article 10.1(b);

**Permitted Group**: in relation to a company, any wholly owned subsidiary of that company, any company of which it is a subsidiary (its holding company) and any other subsidiaries of any such holding company; and each company in a Permitted Group is a member of the Permitted Group. Unless the context otherwise requires, the application of the definition of Permitted Group to a company at any time will apply to the company as it is at that time;

**share or shares**: a share or shares in the capital of the Company;

**subsidiary**: has the meaning given in article 1.5; and

**writing or written**: the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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 CA 2006 shall have those meanings in these Articles.

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 A reference to a **holding company** or a **subsidiary** means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the CA 2006.

1.6 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

1.7 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.

1.8 Any words following the terms **including**, **include**, **in particular**, **for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
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 Model Articles 6(2), 7, 8, 9(1), 11 to 14 (inclusive), 16, 17, 22, 26(5), 27 to 29 (inclusive), 36, 38, 39, 43, 44(2) and 50 to 53 (inclusive) shall not apply to the Company.

2.3 Model Article 20 shall be amended by the insertion of the words "(including the secretary)" before the words "properly incur".

**Directors**

3. **Directors' meetings**

3.1 Any decision of the directors must be a majority decision at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 4.

3.2 The Parent Director(s) shall be entitled to exercise such number of votes at any meeting of the directors or of any committee of which he is or they are a member which is equal to one vote more than half of the total number of votes exercisable at such a meeting or, in the event that this would result in his or them apparently being entitled to exercise a fractional number of votes (for example 2.5 with a Board of 5) the number of votes he is or they are entitled to exercise shall be rounded up to the nearest whole number. Each other director shall have one vote.

3.3 Model Article 13 shall not apply to the Company and there shall be no casting vote.

3.4 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

4. **Unanimous decisions of directors**

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 a directors' meeting to vote on the matter in accordance with article 7.
5. **Number of directors**

The number of directors shall not be less than one.

6. **Calling a directors’ meeting**

6.1 Any director may call a meeting of directors by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.

6.2 Notice of any directors’ meeting must indicate:

(a) its proposed time and date;
(b) where it is to take place; and
(c) if it is anticipated that the directors will not be participating in the meeting in the same place, how it is proposed that they should communicate with each other during the meeting.

6.3 Save as otherwise provided in these Articles, notice of a directors’ meeting must be given to each director, but need not be in writing.

7. **Quorum for directors’ meetings**

7.1 The quorum at any meeting of the directors (including adjourned meetings) shall be two directors and if there is a Parent Director in office one of whom must be a Parent Director.

7.2 No business shall be conducted at any meeting of the directors unless a quorum is present at the beginning of the meeting and also when that business is voted on.

8. **Chairing of directors’ meetings**

Any director may chair a meeting of the board of directors.

9. **Directors’ interests**

9.1 **Specific interests of a director**

Subject to the provisions of the CA 2006 and provided (if these articles so require) that he has declared to the directors in accordance with the provisions of these articles the nature and extent of his interest, a director may (save as to the extent not permitted by law from time to time), notwithstanding his office, have an interest of the following kind:

(a) where a director (or a person connected with him) is party to or in any way directly or indirectly interested in, or has any duty in respect of, any existing or proposed contract, arrangement or transaction with the Company or any other undertaking in which the Company is in any way interested;

(b) where a director (or a person connected with him) is a director, employee or other officer of, or a party to any contract, arrangement or transaction with, or in any way interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
(c) where a director (or a person connected with him) is shareholder or a
shareholder in, employee, director, member or other officer of, or consultant to,
any member of the Group;

(d) where a director (or a person connected with him) holds and is remunerated in
respect of any office or place of profit (other than the office of auditor) in
respect of the Company or any body corporate in which the Company is in any
way interested;

(e) where a director is given a guarantee, or is to be given a guarantee, in respect
of an obligation incurred by or on behalf of the Company or any body corporate
in which the Company is in any way interested;

(f) where a director (or a person connected with him or of which he is a member
or employee) acts (or any body corporate promoted by the Company or in
which the Company is in any way interested of which he is a director,
employee or other officer may act) in a professional capacity for the Company
or any body corporate promoted by the Company or in which the Company is
in any way interested (other than as auditor) whether or not he or it is
remunerated for this;

(g) an interest which cannot reasonably be regarded as likely to give rise to a
conflict of interest; or

(h) any other interest authorised by ordinary resolution.

9.2 *Interests of a Parent Director*

In addition to the provisions of article 9.1, subject to the provisions of the CA 2006 and
provided (if these articles so require) that he has declared to the directors in
accordance with the provisions of these articles, the nature and extent of his interest,
where a director is a Parent Director he may (save as to the extent not permitted by
law from time to time), notwithstanding his office, have an interest arising from any duty
he may owe to, or interest he may have as an employee, director, trustee, member,
partner, officer or representative of, or a consultant to, or direct or indirect investor
(including without limitation by virtue of a carried interest, remuneration or incentive
arrangements or the holding of securities) in:

(a) in the case of a Parent Director, any member of the Group; or

(b) any entity in which the Parent Director holds another directorship (however
held).

9.3 Any Parent Director who is the subject of a Conflict envisaged by this article shall be
entitled to:

(a) receive notice (including any relevant board papers) of, attend, count in the
quorum towards and vote at board meetings relating in any way to, and deal
generally with, matters concerning, connected with or arising from the Conflict
concerned; and

(b) keep confidential and not disclose to the Company any information which
comes into his possession as a result of such Conflict where such information
is confidential as regards any third party.
9.4 Interests of which a director is not aware

For the purposes of this article 9, an interest of which a director is not aware and of which it is unreasonable to expect him to be aware shall not be treated as an interest of his.

9.5 Accountability of any benefit and validity of a contract

In any situation permitted by this article 9 (save as otherwise agreed by him) a director shall not by reason of his office be accountable to the Company for any benefit which he derives from that situation and no such contract, arrangement or transaction shall be avoided on the grounds of any such interest or benefit.

9.6 Terms and conditions of board authorisation

Subject to articles 9.7 and 9.8, any authority given in accordance with section 175(5)(a) of the CA 2006 in respect of a director (Interested Director) who has proposed that the Directors authorise his interest (Relevant Interest) pursuant to that section may, for the avoidance of doubt:

(a) be given on such terms and subject to such conditions or limitations as may be imposed by the authorising directors as they see fit from time to time, including without limitation, excluding the Interested Director from certain directors’ meetings and withholding from him certain confidential information including board papers;

(b) be withdrawn, or varied at any time by the directors entitled to authorise the Relevant Interest as they see fit from time to time; and

subject to article 9.7, an Interested Director must act in accordance with any such terms, conditions or limitations imposed by the authorising directors pursuant to section 175(5)(a) of the CA 2006 and this article 9.

9.7 Terms and conditions of board authorisation for a Parent Director

Notwithstanding the other provisions of this article 9, it shall not be made a condition of any authorisation of a matter in relation to that Parent Director in accordance with section 175(5)(a) of the CA 2006 that he shall be restricted from voting or counting in the quorum at any meeting of, or of any committee of the directors or that he shall be required to disclose, use or apply confidential information as contemplated in article 9.9.

9.8 Director’s duty of confidentiality to a person other than the Company

Subject to article 9.9 (and without prejudice to any equitable principle or rule of law which may excuse or release the director from disclosing information, in circumstances where disclosure may otherwise be required under this article 9), if a director, otherwise than by virtue of his position as director, receives information in respect of which he owes a duty of confidentiality to a person other than the Company, he shall not be required:

(a) to disclose such information to the Company or to any director, or to any officer or employee of the Company; or

(b) otherwise to use or apply such confidential information for the purpose of or in connection with the performance of his duties as a director.
9.9 Where such duty of confidentiality arises out of a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, article 9.8 shall apply only if the conflict:

(a) arises out of a matter which falls within article 9.1 or article 9.2; or
(b) has been authorised under section 175(5)(a) of the CA 2006; or
(c) has been authorised by a resolution of the members of the Company (unless the resolution states otherwise).

9.10 Additional steps to be taken by a director to manage a conflict of interest

Where a director has an interest which can reasonably be regarded as likely to give rise to a Conflict, the director may take such additional steps as may be necessary or desirable for the purpose of managing such Conflict, including compliance with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the directors for the purpose of or in connection with the situation or matter in question, including without limitation:

(a) absenting himself from any discussions, whether in meetings of the directors or otherwise, at which the relevant situation or matter falls to be considered; and
(b) excluding himself from documents or information made available to the directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information.

9.11 Requirement of a director to declare an interest

Subject to section 182 of the CA 2006, a director shall declare the nature and extent of any interest permitted by article 9.1 or article 9.2 at a meeting of the directors, or by general notice in accordance with section 184 (notice in writing) or section 185 (general notice) of the CA 2006 or in such other manner as the directors may determine, except that no declaration of interest shall be required by a director in relation to an interest:

(a) falling under article 9.1(g);
(b) if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
(c) if, or to the extent that, it concerns the terms of his service contract (as defined by section 227 of the CA 2006) that have been or are to be considered by a meeting of the directors, or by a committee of directors appointed for the purpose under these articles.

9.12 Shareholder approval

Subject to section 239 of the CA 2006, the Company may by ordinary resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of this article 9.
10. **Appointment of directors**

10.1 The Parent shall be entitled to:

(a) appoint such number of directors as would constitute the majority of the board of directors from time to time; and

(b) designate any one or more directors appointed under (a) as Parent Directors.

10.2 Any person who is willing to act as director and is permitted by law to do so may be appointed to be a director by a decision of the directors.

11. **Removal of directors**

11.1 Any Parent Director may at any time be removed from office by the Parent.

11.2 Any director who is an employee or consultant to the Company and who ceases to be an employee or consultant (without then becoming a consultant or employee) shall be removed from office from the date his or her employment or consultancy ceases.

11.3 A person shall cease to be a director as soon as:

(a) that person ceases to be a director by virtue of any provision of the CA 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person’s creditors generally in satisfaction of that person’s debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) by reason of that person’s mental health, he is admitted to hospital in pursuance of an application for admission for treatment under any mental health legislation for the time being in force in any part of the United Kingdom or a court having jurisdiction (whether in the United Kingdom or elsewhere) makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or

(g) that person has, for more than six consecutive months, been absent without permission of the directors from meetings of directors held during that period and the directors make a decision that that person’s office be vacated.

**Shares**

12. **Share capital**

12.1 The share capital of the Company at the date of the adoption of these articles is made up of one class of Ordinary Shares. No shares may be allotted without Parent Consent.
12.2 Subject to these Articles, the Company may (with Parent Consent) issue shares with such rights or restrictions as may be determined by ordinary resolution, including shares which are to be redeemed at the option of the Company or the holder on terms and conditions determined by the directors.

12.3 Subject to CA 2006, the Company may (with Parent Consent) purchase its own shares out of capital otherwise than in accordance with Chapter 5 of Part 18 of CA 2006, to the extent permitted by section 692(1ZA) of CA 2006 (as amended from time to time).

12.4 The provisions of sections 561(1) and 562(1) to (5) (inclusive) of the Act shall not apply to the Company.

13. Rights attaching to shares

Any profits which the Company, on the recommendation of the board determines to distribute in respect of any financial period or other period shall be distributed to the holders of the Ordinary Shares pro rata according to the number of such Ordinary Shares held by each of them respectively.

14. Return of capital and Exit

14.1 On a return of assets on liquidation or capital reduction or otherwise, the distributable assets of the Company shall be applied pro rata among the holders of Ordinary Shares.

14.2 All Ordinary Shares shall rank pari passu upon an Exit.

15. Share transfers: general

15.1 In these Articles, reference to the transfer of a share includes the transfer, assignment or other disposal of a beneficial or other interest in that share, or the creation of a trust or encumbrance over that share, and reference to a share includes a beneficial or other interest in a share.

15.2 No share shall be transferred unless the transfer is made in accordance with these Articles.

15.3 Subject to article 15.4, the directors must register any duly stamped transfer made in accordance with these Articles and shall not have any discretion to register any transfer of shares which has not been made in compliance with these Articles.

15.4 The directors may, as a condition to the registration of any transfer of shares in the Company require the transferee to provide the Company with the required particulars under section 790K of the CA 2006 if the transferee is a registrable person or relevant legal entity within the meaning of section 790C of the CA 2006. If any such condition is imposed in accordance with this article 15.4, the transfer may not be registered unless that deed has been executed and delivered to the Company's registered office (or as directed by the board) by the transferee and the Company has received all of the required particulars under section 790K of the CA 2006 if the transferee is a registrable person or relevant legal entity within the meaning of section 790C of the CA 2006.
16. Share transfers: Parent Consent

Subject to article 15 a shareholder may transfer any share or an interest in any share only with prior Parent Consent.

Decision making by shareholders

17. Quorum for general meetings

17.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be one person present in person or by proxy.

17.2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

18. Chairing general meetings

The chairperson of the board of directors shall chair general meetings. If the chairperson is unable to attend any general meeting, the Parent Director shall be entitled to appoint another of its nominated directors present at the meeting to act as chair at the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

19. Voting

19.1 All Ordinary Shares shall rank pari passu in respect of voting.

19.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

19.3 At a general meeting, on a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder.

20. Poll votes

20.1 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318 of the CA 2006) present and entitled to vote at the meeting.

20.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words “A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made” as a new paragraph at the end of that article.

21. Proxies

21.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words “is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of general meeting (or adjourned meeting) to which they relate”.

UKMATTERS 49030210.5
21.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid" as a new paragraph at the end of that article.

Administrative arrangements

22. Means of communication to be used

22.1 Subject to article 22.2, any notice, document or other information shall be deemed received by the intended recipient:

(a) if delivered by hand, on signature of a delivery receipt;

(b) if sent by pre-paid first class post or other next working day delivery service, at 9.00 am on the Business Day after posting or at the time recorded by the delivery service; or

(c) if sent by email, at the time of transmission.

22.2 If deemed receipt under article 22.1 would occur outside Usual Business Hours, the notice, document or other information shall be deemed to have been received when Usual Business Hours next recommence. For the purposes of this article, Usual Business Hours means 9.00 am to 5.30 pm local time on any day which is not a Saturday, Sunday or public holiday in the place of receipt of the notice, document or other information (which, in the case of service by email shall be deemed to be the same place as is specified for service of notices, documents or other information on the relevant recipient by hand or post).

22.3 To prove service, it is sufficient to prove that:

(a) if delivered by hand, the notice was delivered to the correct address;

(b) if sent by post, the envelope containing the notice was properly addressed, paid for and posted; or

(c) if sent by email, the notice was properly addressed and sent to the email address of the recipient.

22.4 In proving that any notice, document or information was properly addressed, it will suffice to show that the notice, document or information was addressed to an address permitted for the purpose by the CA 2006.

23. Indemnity and insurance

23.1 Subject to article 23.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

(a) each relevant officer of the Company shall be indemnified out of the Company’s assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

(i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
(ii) in relation to the Company's or an associated company's activities as a trustee of an occupational pension scheme (as defined in section 235(5) of the CA 2006),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 23.1(a) and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure.

23.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the CA 2006 or by any other provision of law.

23.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

23.4 In this article:

(a) a relevant officer means any director or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor; and

(b) a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company.
By ordinary resolution on 20 August 2018 the members of the company resolved for the purposes of paragraph 47(3)(b) of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, that authorisation of conflicts of interest may be given by the directors in accordance with section 175(5)(a) of the 2006 Act at any time following the date of that resolution.