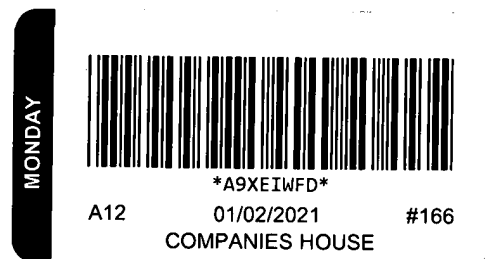


"A"

## THE COMPANIES ACT 2006



## ARTICLES OF ASSOCIATION

of

## SWDG LIMITED

Incorporated: 10 November 2015

COMPANY NUMBER: 09864489

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COMPANY FORMATIONS AND ADMINISTRATION

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

- of -

**SWDG LIMITED (THE "COMPANY")**

(adopted pursuant to a Special Resolution passed on 12 January 2021)

**1. Preliminary**

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 (such articles being hereinafter called **Model Articles**) shall apply to the Company save in so far as they are excluded or varied by these Articles and the Model Articles (save as so excluded or varied) and these Articles shall be the regulations of the Company.

**2. Interpretation**

- 2.1 Unless the context otherwise requires, in these Articles the following expressions have the following meanings:-

|                         |                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A Ordinary Share</b> | an ordinary share of £1.00 in the capital of the Company designated as an A Ordinary Share;                                                                                                                                                                                                                                                                                                            |
| <b>Act</b>              | the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;                                                                                                                                                                                                                                                                                       |
| <b>Articles</b>         | the Company's articles of association for the time being in force;                                                                                                                                                                                                                                                                                                                                     |
| <b>B Ordinary Share</b> | an ordinary share of £1.00 in the capital of the Company designated as an B Ordinary Share;                                                                                                                                                                                                                                                                                                            |
| <b>business day</b>     | any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;                                                                                                                                                                                                                                         |
| <b>Ordinary Shares</b>  | together the A Ordinary Shares and the B Ordinary Shares (each an <b>Ordinary Share</b> );                                                                                                                                                                                                                                                                                                             |
| <b>the directors</b>    | the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;                                                                                                                                                                                                                                                         |
| <b>relevant officer</b> | any director or other officer or former director or other officer of the Company or an associated company, but excluding in each case any person engaged by the Company (or associated 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 excluding any manager who is not also a director or secretary of the Company; |
| <b>United Kingdom</b>   | Great Britain and Northern Ireland.                                                                                                                                                                                                                                                                                                                                                                    |

2.2 Save as otherwise specifically provided in these Articles, where words or expressions contained in these Articles have particular meanings in the Model Articles they shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions contained in these Articles bear the same meaning as in the Act as in force when these Articles become binding on the Company.

2.3 Articles 9(1), 13, 14, 17(2), 27, 44(2), 52 and 53 of the Model Articles shall not apply to the Company.

## **DIRECTORS**

### **3. Calling a directors' meeting**

Any director may call a directors' meeting by giving not less than 5 business days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice.

### **4. Quorum for directors' meetings**

4.1 In the absence of the directors fixing the quorum necessary for the transaction of the business of the directors generally, the quorum shall be 1 (one) and article 11(2) of the Model Articles shall be modified accordingly.

4.2 For the purposes of any directors' meeting (or part of a meeting) held to authorise a director's conflict, if there is only one director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be 1 (one).

4.3 Whensoever the minimum number of the directors shall be one pursuant to the provisions of article 8, a sole director shall have authority to exercise all the powers and discretions which are expressed by the Model Articles and by these Articles to be vested in the directors generally and article 11(3) of the Model Articles shall be modified accordingly.

### **5. Casting vote**

In the case of an equality of votes, whether at a board meeting or general meeting of the Company, the chairman or other director chairing the meeting shall not have a second or casting vote.

### **6. Conflicts of interest**

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided that 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:

6.1 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;

6.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;

6.3 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 contract or proposed contract in which he is interested;

- 6.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- 6.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 6.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

## **7. Records of decisions to be kept**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

## **8. Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.

## **9. Methods of appointing directors**

- 9.1 A shareholder or shareholders holding a majority of the voting rights in the Company (within the meaning of section 1159(3) and Schedule 6) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 8 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the shareholder or shareholders making the same or, in the case of a shareholder being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 9.2 In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a natural person (including but not limited to any of the personal representatives) to be a director.
- 9.3 In any case where the Company has no director able to fulfil their role as director as a result of incapacity, the authorised representatives (including but not limited to an attorney or a deputy) of any such director have the right, by notice in writing, to appoint a natural person (including but not limited to the attorney or deputy) to be a director.

## **10. Termination of director's appointment**

The Model Articles shall be amended by the insertion of the following additional sub-article (g) at the end of article 18:-

"(g) he is removed from office as a director pursuant to Article 9.1."

**11. Directors' expenses**

Article 20 of the Model Articles shall be amended by the insertion of the words "and the secretary (if any)" before the words "properly incur".

**12. Secretary**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

**SHARES**

**13. SHARE CAPITAL**

- 13.1 Subject to Articles 13.2.2 and 13.3.2 the A Ordinary Shares and the B Ordinary Shares shall rank pari passu in all respects.

**A Ordinary Shares**

- 13.2 Each A Ordinary Share shall confer on its holder the right to:

13.2.1 receive notice of, attend, whether in person or proxy, speak and vote at general meetings of the Company;

13.2.2 receive a dividend as and when one is declared and approved on the A Ordinary Shares.

**B Ordinary Shares**

- 13.3 Each B Ordinary Share shall confer on its holder the right to:

13.3.1 receive notice of, attend, whether in person or proxy, speak and vote at general meetings of the Company;

13.3.2 receive a dividend as and when one is declared and approved on the B Ordinary Shares.

- 13.4 On a return of capital upon liquidation or otherwise or upon the sale of the Company (whether by sale of all of the issued shares or by way of an asset sale) the proceeds of sale or assets of the Company available for distribution amongst the shareholders (as applicable) shall be applied firstly in payment of the amount paid up on the Ordinary Shares (excluding for the avoidance of doubt any share premium), with the balance then to be paid to the holders of the Ordinary Shares pro rata in accordance with their shareholdings.

- 13.5 No share shall be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.

- 13.6 Save to the extent authorised by these Articles, or authorised from time to time by an ordinary resolution of the shareholders, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares.

- 13.7 Subject to the remaining provisions of this Article 13, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise any power of the Company to:

13.7.1 offer or allot;

13.7.2 grant rights to subscribe for or to convert any security into; and

13.7.3 otherwise deal in, or dispose of,

any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper.

13.8 The foregoing authority:

13.8.1 shall be limited to a maximum number of an additional 1,000 (one thousand) A Ordinary Shares and 1,000 (one thousand) B Ordinary Shares;

13.8.2 shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution; and

13.8.3 may only be exercised for a period of 5 (five) years from the Reference Date save that, subject to these Articles, the directors may make an offer or agreement which would, or might, require any shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired).

#### **14. Rights of transmittes**

14.1 Article 29 of the Model Articles shall be amended by the insertion of the words “, or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2),” after the words “the transmittee's name”.

14.2 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share.

14.3 A transmittee who produces such evidence of entitlement to shares as the directors (or other shareholders if, as a result of death or bankruptcy, the Company has no directors) may properly require:-

14.3.1 may choose either to become the holder of those shares or to have them transferred to another person; and

14.3.2 will, pending any transfer of the shares to another person, have the same rights as the holder had.

14.4 Transmittes shall have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled by reason of the holder's death or bankruptcy or otherwise, without any requirement for them to become the holders of those shares.

#### **15. Issues of shares and registration of share transfers**

15.1 No share shall be issued in breach of the provisions of the Articles or of the Act.

15.2 The directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share.

## **DECISION-MAKING BY SHAREHOLDERS**

### **16. Poll votes**

- 16.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.
- 16.2 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.

### **17. Proxies**

- 17.1 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 the general meeting (or adjourned meeting) to which they relate".
- 17.2 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, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

## **ADMINISTRATIVE ARRANGEMENTS**

### **18. Notices**

- 18.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
  - 18.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - 18.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address; and
  - 18.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

- 18.2 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 delivered to an address permitted for the purpose by the Act.

### **19. Directors' indemnity**

- 19.1 Subject to article 18.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

19.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including 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 (or any associated company's) affairs; and

19.1.2 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 18.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

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

19.3 In this article 18 and in article 19, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## 20. **Insurance**

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 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, any associated company or any pension fund or employees' share scheme of the Company or associated company.