

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

* SNOWDROP SYSTEMS LIMITED
----------------------------

\* insert full  
name of Company

I, MICHAEL LYNN RICHARDS  
of SNOWDROP COTTAGE  
BURWELL FARM  
WITNEY OXON OX8

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 10 CHENISTON GARDENS  
LONDON W8

Declarant to sign below

the 17<sup>th</sup> day of September  
One thousand nine hundred and ninety one  
before me [Signature]

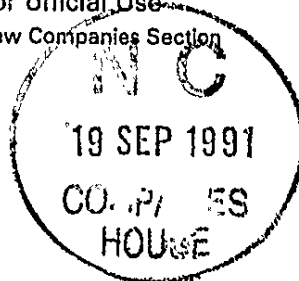
~~A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor~~ having the powers conferred on a  
Commissioner for Oaths.

(M. BAYNHAM)

Presentor's name address and  
reference (if any):

For official Use  
New Companies Section

Post room





COMPANIES HOUSE

10

Statement of first directors and  
secretary and intended situation  
of registered office

This form should be completed in black.

Company name (in full)

CN

2649780

For official use

T.

SNOWDROP SYSTEMS LIMITED

Registered office of the company on  
incorporation.

RO

353 THORNEY LEYS

Post town WITNEY

County/Region OXON

Postcode OX8

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☒

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

M. L. RICHARDS

353 THORNEY LEYS

WITNEY OXON

Telephone 0993-776733

Postcode OX8

Extension

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.


Date of birth


Business occupation

Other directorships

\* Voluntary details

Consent signature

**CS** Mr  
MICHAEL LYNN  
RICHARDS  
SNOWDROP COTTAGE  
BURWELL FARM  
Post town WITNEY  
County/Region OXON  
Postcode OX8 7GA Country ENGLAND  
I consent to act as secretary of the company named on page 1  
Signed  Date 7.9.91

**CD** Mr  
ANTHONY EDWARD  
HODGSON  
12 WOODLAND GROVE  
CLAVERTON DOWN  
Post town BATH  
County/Region AVON  
Postcode BA2 7AT Country ENGLAND  
DO 2 6 0 3 6 5 Nationality NA ENGLISH  
OC ACCOUNTANT  
OD NONE  
I consent to act as director of the company named on page 1  
Signed  Date 7/9/91

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.


Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

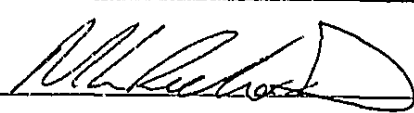
CD	Mr
MICHAEL LYNN	
RICHARDS	
AD	SNOWDROP COTTAGE
BURWELL FARM	
Post town	WITNEY
County/Region	OXON
Postcode	OX8 7GA
Country	ENGLAND
DO	190463
Nationality	NA BRITISH
OC	COMPUTER CONSULTANT
OD	NONE
I consent to act as director of the company named on page 1	
Signed	
Date	7.9.91

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed		Date	7.9.91
Signed	K. Hodgson	Date	7/9/91
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

*The Companies Acts 1985 and 1989*



COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

Snowdrop Systems

LIMITED

1. The Company's name is "Snowdrop Systems LIMITED."
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:—
  - (A) \* to carry on business as a general commercial company.
  - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

\*From the commencement of reforms concerning objects clauses in the Companies Act 1989 (anticipated in November 1990) a company will be able to carry on any trade or business whatsoever if the words "to carry on business as a general commercial company" are inserted in clause 3(A). In such a case clause (3B) should be deleted.



MIDB  
£50  
100767

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support

of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any

company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

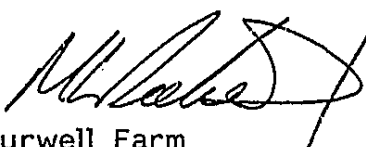

- (o) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.



And it is hereby declared that:—

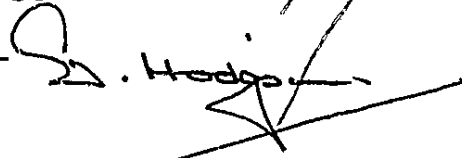
- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
  - (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
4. The liability of the members is limited.
5. The Company's share capital is £100, divided into 100 shares of £1 each.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Michael L Richards  Snowdrop Cottage, Burwell Farm Witney, Oxon	1
Anthony E Hodgson  12 Woodland Grove Claverton Down Bath	1

Dated this 23<sup>rd</sup> day of AUGUST 1991

Witness to the above Signatures:—



(E. HODGSON)

12 WOODLAND GROVE, CLAVERTON DOWN, BATH

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COMPANY LIMITED BY SHARES

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**Articles of Association**

OF

Snowdrop Systems

LIMITED

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1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on ~~31st August 1996~~ 31st August 1996 unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless —

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

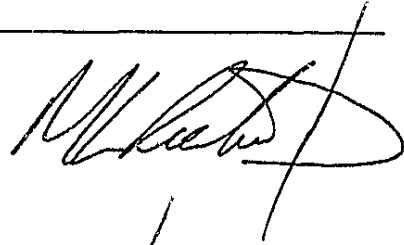
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Michael L Richards  
Snowdrop Cottage, Burwell Farm  
Witney, Oxon



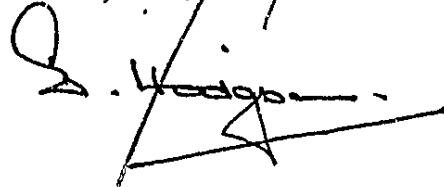
Anthony E Hodgson  
12 Woodland Grove  
Claverton Down  
Bath




---

Dated this 23<sup>rd</sup> day of AUGUST, 1991.

Witness to the above Signatures: —



EDWARD HODGSON  
12 WOODLAND GROVE  
CLAVERTON DOWN  
BATH

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2649780

I hereby certify that

**SNOWDROP SYSTEMS LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 30 SEPTEMBER 1991

*M. Rose*  
M. ROSE

an authorised officer



# COMPANIES FORM No. 224

# 224

Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

To the Registrar of Companies  
(Address overleaf)

Company number

2649780

Name of company

\* SNOWDROP SYSTEMS LIMITED

\*insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be  
treated as coming to an end in each successive year is as shown below:

## Important

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

+ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation +

DIRECTOR

Date

26.6.92

Presentor's name, address and  
reference (if any).

For official use  
D.E.B.

Pos

COMPANIES HOUSE  
room  
30 JUN 1992  
M 67

# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
SNOWDROP SYSTEMS LIMITED  
353 THORNEY LEYS  
WITNEY  
OXON  
OX8

ARD 1/ 02649780

Date: 14 MAY 1992

## COMPANIES ACT 1985 (as amended by Companies Act 1989)

This company has until 30/ 6/92 to specify an accounting  
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will  
be 30/09 and the first accounts will cover the period  
30/ 9/91 to 30/ 9/92

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ

Tel: Cardiff (0222) 380021

1811

**dti**

Companies House is an executive agency within the Department of Trade and Industry

HR102A



G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

[ ] [ ] [ ] [ ]

2649780

Name of company

SNOWDROP SYSTEMS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22 FEB 1994 the nominal capital of the company has been  
increased by £ 99 900 beyond the registered capital of £ 100

A copy of the resolution authorising the increase is attached.<sup>5</sup>

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

\* insert full name  
of company

<sup>5</sup> the copy must be  
printed or in some  
other form approved  
by the registrar

TO RANK PARI PASU WITH THOSE IN EXISTENCE

Please tick here if  
continued overleaf

☐

Signed

*[Signature]*

[Director]~~[Secretary]~~† Date 22.FEB 94

† delete as  
appropriate

Presenter's name address and  
reference (if any):

For official Use  
General Section

Post room

