

**Company Number: 4906719**

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**WRITTEN RESOLUTION**

of

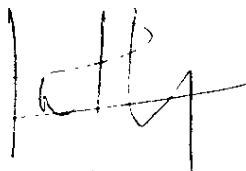
**BUSINESS & DECISION (UK) LIMITED**

(the "Company")

On the 26<sup>th</sup> day of October 2017 the following resolution was duly passed as a special resolution:

**SPECIAL RESOLUTION**

THAT, with effect from the passing of this resolution, the Articles of Association contained in the attached document be and are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.



.....  
Christophe DUMOULIN  
Chairman



**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**Business & Decision (UK) Limited**

Adopted by Special Resolution dated october, 26th 2017

**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) Regulations 1985 (SI 1985 No 1052) hereinafter referred to as ("**Table A**") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

**PRIVATE COMPANY**

2. The Company is a private company.
3. The share capital of the Company is £100000 divided into 100000 Ordinary Shares of £1 each.

The Directors are, subject to S80 of the Companies Act 1985, generally authorised to exercise any power of the Company to allot, grant option over or otherwise dispose of shares in the capital of the Company for such consideration and upon such terms and conditions as the Directors may determine, unless revoked or varied by Ordinary Resolution of the Company in General Meeting.

In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

Regulation 24 of Table A shall not apply to the Company and 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.

**LIEN**

4. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company for all moneys called or payable at a fixed time by a member or his estate to the Company whether he be the sole registered holder thereof or one of two or more joint holders. The Company's lien on a share shall extend to any expenses incurred by the Company in respect of such non-payment, and to interest on the amount unpaid from the day it became due and payable until it is paid.

**PRE EMPTION**

5. A member wishing to dispose of all or any of his shares shall give notice to the Directors and such notice shall constitute the Company as agent of the transferor member. Unless the Company in General Meeting shall otherwise direct all such shares authorised pursuant to Regulation 5 of Table A shall be offered to the remaining members in proportion to their existing holding at the date of the offer and such offer is to be made in writing specifying the number of shares to which the member is entitled and limiting the period within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so

accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the aforesaid proportions to those members who have accepted all the shares offered to them. The Directors may, at their discretion allot, or otherwise dispose of any such shares not accepted pursuant to such offer or further offer as they think fit save that such disposal shall not be on terms more favourable to the subscribers than the terms on which they were offered to the members.

In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) and S90(6) inclusive of the Act shall not apply to the Company.

## **NOTICES OF MEETINGS**

6. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies to attend and vote on their behalf and that such proxy need not be a member of the Company. Notices and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and Auditors of the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

7. All business at a General Meeting shall be deemed to be special business and shall be notified in the notice convening the meeting.

No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative for a corporation, shall be a quorum. If, and for so long as, the Company has only one member that member present in person or by proxy shall be a quorum.

If the Company has only one member and that member takes any decision which is required to be taken at a General Meeting or by a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to S303 and S391 of the Companies Act 1985. Any decision taken by a sole member shall be recorded in writing and delivered by that member to the Company for entry in the Minute Book.

## **DIRECTORS**

8. Regulation 64 of Table A shall not apply to the Company. Unless and until otherwise determined by special resolution of the Company in General Meeting there shall be no maximum number of the Directors and the minimum number of directors shall be one. A sole Director shall have authority to exercise all the powers and authorities vested in the Directors by Table A and these Articles and Regulation 89 of Table A shall not apply to the Company.

Not less than fourteen days' notice of meetings of the Directors shall be given to each of the Directors at their address in the United Kingdom whether present in the United Kingdom or not and Regulation 88 of Table A shall be deemed to be modified accordingly.

A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company.

The Directors may exercise all the powers of the Company to borrow money as to amount and upon such terms and in such manner as they think fit and, subject to S80 of the Companies Act 1985 to grant any mortgage, charge or standard security over its undertaking, property and

uncalled capital and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

A Director may vote at a meeting, on any resolution, in respect of any matter in which he has, directly or indirectly, any kind of interest and if he shall do so his vote shall be counted, and he may form part of a quorum for any meeting at which such voting occurs. Regulations 94 to 97 inclusive of Table A shall not apply to the Company.

The Company shall not be subject to S293 of the Companies Act 1985 and accordingly any person may be appointed a Director if he is recommended by the Directors or, not less than fourteen or more than thirty-five clear days before the date of a meeting, notice signed by a member qualified to vote at that meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed.

The Directors shall not be required to retire by rotation and Regulations 72 to 80 inclusive of Table A shall not apply to the Company.

A shareholder holding at least 75% in nominal value of the shares of the Company from time to time (hereinafter a "Controlling Shareholder") may at any time and from time to time by notice in writing to the Company appoint one or more persons to be a Director or Directors of the Company and to remove any Director or Directors from office (whether or not appointed pursuant to this Article 8). A Controlling Shareholder may appoint from time to time by notice in writing to the Company a Director to be the Chairman of the Company. A person ceases to be a Director as soon as notification of the Director's removal is received by the Company from a Controlling Shareholder pursuant to this paragraph

#### **INDEMNITY**

9. Pursuant to Regulation 118 of Table A but subject to S310 of the Companies Act 1985 every Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of the duties of his office.