



**FILE COPY**

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

Company Number **11802480**

The Registrar of Companies for England and Wales, hereby certifies that

**ACCOUNT TECHNOLOGIES HOLDINGS LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on **1st February 2019**



**\*N11802480B\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

laserform

FRIDAY

A fee is payable with this form.

Please see 'How to pay' on the last page.



\*L7YDC5GA\*

LD1

01/02/2019

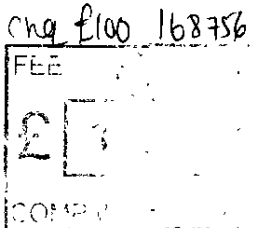
#52

COMPANIES HOUSE

✓ **What this form is for**  
You may use this form to register a private or public company.

✗ **What this form is NOT for**  
You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01. Do not use this form if any individual person with significant control is applying or has applied for protection from having their details disclosed on the public register. Contact enquiries@companieshouse.gov.uk to get a separate form.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



### Part 1 Company details

A1

#### Company name

Check if a company name is available by using our name availability search

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company name in full ①

Account Technologies Holdings Limited

For official use

11802480

#### → Filling in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by \*

#### ① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A2

#### Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

#### ② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A3

#### Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

#### ③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

## Application to register a company

A4

### Company type ①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked).

- ☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### ① Company type

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A5

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ②

Classification code 1	6	4	2	0	9
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description


#### ② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A6

### Situation of registered office ③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

#### ③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

IN01

Application to register a company

A7

**Registered office address ①**

Please give the registered office address of your company.

Building name/number	10
Street	Brick Street
Post town	Mayfair
County/Region	London
Postcode	W 1 J 7 H Q

**① Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A8

**Articles of association ②**

Please choose one option only and tick one box only.

Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

**②** For details of which company type can adopt which model articles, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9

**Restricted company articles ③**

Please tick the box below if the company's articles are restricted.

☐

**③ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.**

### Secretary

**B1**

#### Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation  
**For a corporate secretary, complete Sections C1-C4.**

Title \*

Full forename(s)

Surname

Former name(s) ②

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 instead of section B

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

**② Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

**B2**

#### Secretary's service address ③

Building name/number

Street

Post town

County/Region

Postcode

Country

**③ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record

# IN01

## Application to register a company

### Corporate secretary

#### C1 Corporate secretary appointments <sup>①</sup>

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm	Clark Howes Business Services Limited
Building name/number	Churchill House
Street	59 Lichfield Street
Post town	Walsall
County/Region	West Midlands
Postcode	W S 4 2 B X
Country	United Kingdom

**① Additional appointments**  
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

**Registered or principal address**  
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

#### C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?  
→ Yes Complete **Section C3 only**  
→ No Complete **Section C4 only**

#### C3 EEA companies <sup>②</sup>

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered <sup>③</sup>	England
Registration number	07426398

**② EEA**  
A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

#### C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered <sup>④</sup>	
Registration number	

**④ Non-EEA**  
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

# IN01

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation.  
**For a corporate director, complete Sections E1-E4.**

Title *	
Full forename(s)	Robert John
Surname	Ashton
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m9 y1 y9 y8 y3
Business occupation (if any) ⑤	CEO

- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- ④ Month and year of birth**  
Please provide month and year only.
- ⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

#### Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

# IN01

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E4.

Title *	
Full forename(s)	Iain David
Surname	McKenzie
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m3 y1 y9 y7 y6
Business occupation (if any) ⑤	Director

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

#### Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.



# IN01

## Application to register a company

### Corporate director

**E1**

#### Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

#### Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**E2**

#### Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

**E3**

#### EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

#### ② EEA

A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**E4**

#### Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

#### ④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below.→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

Complete the table(s) below to show the share capital.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

**Continuation pages**

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	Ordinary	2	0.02	
<b>Totals</b>		2	0.02	0.00
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		2	0.02	0

① Please list total aggregate values in different currencies separately  
For example: £100 + €100 + \$10 etc

# IN01

## Application to register a company

**F2**

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Ordinary

Prescribed particulars

1

(A) On a show of hands each member holding ordinary shares has one vote. On a poll each member holding ordinary shares has one vote for each ordinary share held.

(B) The ordinary shares have the right, as respects dividends, to participate in a distribution.

(C) The ordinary shares have the right, as respects capital, to participate in a distribution (including on winding up).

(D) The ordinary shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.

#### 1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

# IN01

## Application to register a company

Class of share	
Prescribed particulars 1	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"><li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li><li>b particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li></ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

# IN01

## Application to register a company

**F3**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name Account Technologies Limited	Ordinary	2	GBP	0.01	0.00	0.01
Address 10 Brick Street Mayfair London W1J 7HQ						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member  
(if applicable) **4****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member  
(if applicable) **4**

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

#### ① Name

Please use capital letters

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted.

#### ④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

## Part 5

### People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**.

**H1**

#### Statement of initial significant control <sup>1</sup>

☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

**<sup>1</sup> Statement of initial significant control**

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

**H2**

#### Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company.



IN01

Application to register a company

## Individual PSC

H3

## Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company.

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>

## ① Country/State of residence

This is in respect of the usual residential address as stated in section H6

## ② Month and year of birth

Please provide month and year only

H4

## Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

## ① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record

# IN01

## Application to register a company

H7

### Nature of control for an individual <sup>1</sup>

Please indicate how the individual is a person with significant control over the company.

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control <sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control <sup>①</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

**①** Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X m m y y y y

① Country/State of residence

This is in respect of the usual residential address as stated in section H6

② Month and year of birth

Please provide month and year only

H4

Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

# IN01

## Application to register a company

H7

### Nature of control for an individual <sup>①</sup>

Please indicate how the individual is a person with significant control over the company

<sup>①</sup> Tick each that apply.

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8

### Nature of control by a firm over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

<sup>①</sup> Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

# IN01

## Application to register a company

H9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

## Relevant legal entity (RLE)

<b>I1</b>	<b>RLE details ①</b>	<b>① Registered or principal office address</b> This is the address that will appear on the public record.
Corporate or firm name	Account Technologies Limited	
Building name/number	10	
Street	Brick Street	
Post town	Mayfair	
County/Region	London	
Postcode	W 1 J 7 H Q	
Country	United Kingdom	
<b>I2</b>	<b>Legal form and governing law</b>	<b>① Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	Private limited company	
Governing law	England and Wales	
If applicable, register in which RLE is entered ①	Companies House	
Country/State ①	England and Wales	
Registration number ①	09312513	

# IN01

## Application to register a company

13

### Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply

#### Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

#### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

### Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company



15

**Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

**①** Tick each that apply.

# IN01

Application to register a company

## Other registrable person (ORP)

**J1**

### ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**J2**

### Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**

This is the address that will appear on the public record.

**J3**

### Legal form and governing law

Legal form

Governing law

# IN01

## Application to register a company

J4

### Nature of control<sup>1</sup>

Please show how the ORP has significant control over the company

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

J5

### Nature of control by a firm over which the ORP has significant control<sup>1</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

# IN01

## Application to register a company

J6

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

## Part 6

## Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

### Election to keep secretaries' register information on the public register <sup>①</sup>

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary

K2

### Election to keep directors' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3

### Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4

### Election to keep members' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5

### Election to keep PSC register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

<sup>④</sup> **Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

## Part 7

### Consent to act

L1

#### Consent statement

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

## Part 8

### Statement about individual PSC particulars

M1

#### Particulars of an individual PSC <sup>1</sup>

Please tick the box to confirm

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

<sup>1</sup> Only tick this if you have completed details of one or more individual PSCs in sections H3-H9.

## Part 9

### Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers)  
→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1

#### Statement of compliance delivered by the subscribers <sup>2</sup>

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature

Signature

X

Director, Account Technologies Limited

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>2</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

#### Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

IN01

Application to register a company

N2

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Agent's signature

Signature

X

X

# IN01

## Application to register a company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Hannah Gong

Company name Dickson Minto W.S.

Address The Broadgate Tower

20 Primrose Street

London

Post town

County/Region

Postcode E C 2 A 2 E W

Country

DX

Telephone +44 (0) 20 7628 4455



### Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A7)
- ☐ At the agents address (Given in Section N2).



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



### Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



### How to pay

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.  
DX 481 N R. Belfast 1.

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**



**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**ACCOUNT TECHNOLOGIES HOLDINGS LIMITED**

**MEMORANDUM OF ASSOCIATION**

**of**

**ACCOUNT TECHNOLOGIES HOLDINGS LIMITED**

**(the "Company")**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

*Name of each subscriber*

Account Technologies Limited

*Authentication by each subscriber*

  
\_\_\_\_\_  
Robert Ashton, Director,  
Account Technologies Limited

Dated the 1st day of February 2019

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**ACCOUNT TECHNOLOGIES HOLDINGS LIMITED**

**Incorporated in England and Wales on the 1st day of February 2019**

**COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**ACCOUNT TECHNOLOGIES HOLDINGS LIMITED**

**(the "Company")**

**CONSTITUTION**

1. The Company is a private company within the meaning of section 4(1) of the Companies Act 2006 (the "**Act**") established subject to the provisions of the Act, including any statutory modification or re-enactment thereof for the time being in force. The articles contained in the model form articles for private companies limited by shares as set out in the Companies (Model Articles) Regulations 2008 (Statutory Instrument 2008 No. 3229) (as amended from time to time) (the "**Model Articles**") shall, with the exception of articles 8, 14, 17 to 20 (inclusive), 23, 26, 38, 41, 52 and 53 of the Model Articles and of any other articles which are inconsistent with the additions and modifications hereinafter set forth, apply to the Company.
2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.
3. In accordance with the Act, the objects of the Company shall be unrestricted.
4. The name of the Company may be changed by resolution of the Directors.

**SHARE CAPITAL**

5. Subject to the other terms of these Articles but without prejudice to the rights attached to any existing shares, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
6. Without prejudice to Article 5 but subject to the other terms of these Articles, the provisions of the Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, the Directors may offer, allot, issue, grant options or rights over or otherwise dispose of any shares to such persons, at such times, for such consideration, upon such terms and conditions and with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Directors may determine (but so that no shares shall be issued at a discount).
7. Any shares may be issued on the terms that they are, or at the option of the Company or the holder are, liable to be redeemed and the Directors shall be authorised to determine the terms, conditions and manner of redemption of such shares.

8. Sub-sections (1) and (2) of section 561 of the Act shall be excluded from applying to any allotment of the Company's equity securities (as defined in section 560 of the Act).
9. Save as required by law, the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as otherwise provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety thereof held by the registered holder.
10. Save as permitted by law, no notice of any trust, expressed, implied or constructive, shall be entered on the register of members.
11. Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:
  - 11.1. £15,000; and
  - 11.2. the nominal value of five per cent. of the Company's fully paid share capital at the beginning of each financial year of the Company.

#### **LIEN**

12. Subject to Article 13, the Company shall have a first and paramount lien on:
  - 12.1. every share for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share; and
  - 12.2. all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company.

The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article 12.

13. The provisions of Article 12 shall not apply to any shares in the Company to the extent that they have been charged by way of security in favour of any Secured Party (as defined in Article 15).

#### **TRANSFER OF SHARES**

14. Subject to Article 15 and the Act, the Directors may, in their absolute discretion, decline to register any transfer of any shares, whether or not such shares are fully paid, and, in such case, shall, as soon as practicable and, in any event, within two months after the date on which the transfer is lodged with the Company, give the transferee notice of such refusal to register the transfer together with their reasons for the refusal.

15. Notwithstanding anything contained in these Articles:
- 15.1. the Directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:
- 15.1.1. is to any Secured Party;
- 15.1.2. is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- 15.1.3. is executed by a Secured Party whether pursuant to a power of sale under such security or otherwise; and
- 15.2. no transferor (or proposed transferor) of any shares in the Company to a Secured Party, and no Secured Party, shall be required to offer those shares transferred (or to be transferred) to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require that such shares be transferred to them whether for consideration or not.

For the purposes of this Article 15, "**Secured Party**" means any bank, financial institution, trust, fund or other entity or person to which a security interest has been granted over the shares in the Company, or any agent, security agent, nominee, receiver or other entity acting on its behalf.

16. Subject to such of the restrictions set out in these Articles as may be applicable, any member may transfer all or any of his shares by instrument of transfer in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and, except in the case of (a) fully paid shares or (b) the subscriber share(s) (whether or not fully paid), by or on behalf of the transferee and the transferor shall remain the holder of the shares and, as such, a member of the Company until the name of the transferee is entered in the register of members in respect thereof.

### **GENERAL MEETINGS**

17. Other than the appointment of the chairman of the meeting, no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, any two members present (in person or by proxy or, in the case of body corporate, by a duly authorised representative) shall be a quorum, provided that at any time when the Company has only one member, one member present (in person or by proxy or, in the case of body corporate, by a duly authorised representative) shall be a quorum.
18. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting (howsoever convened) shall stand adjourned to such day and such time and place as the Directors may determine. If, at any meeting adjourned pursuant to this Article, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum, provided that, notwithstanding any other

provision of these Articles, the only business which may be transacted at the adjourned meeting is such business as is set out in the notice of the original meeting which has been reconvened.

19. A poll may be demanded at any general meeting by:
  - 19.1. the chairman of the meeting;
  - 19.2. any Director; or
  - 19.3. any member present (in person or by proxy or, in the case of body corporate, by a duly authorised representative) and entitled to vote.

A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

20. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the registered office at least three clear days prior to such meeting.
21. A notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices.

## **DIRECTORS**

22. Unless and until otherwise determined by ordinary resolution of the Company, the minimum number of Directors shall be one and there shall be no maximum number. A sole Director shall have all the power and authority vested in "the Directors" in terms of these Articles.
23. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
24. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be two (unless there is a sole Director, in which case the quorum shall be one). A person who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum.
25. A Director shall not be required to hold shares in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or meetings of any class of members of the Company.
26. A Director who is in any way, whether directly or indirectly, interested in an actual or proposed transaction or arrangement with the Company shall declare the nature and extent of his interest at a meeting of the Directors in accordance with section 177 and/or 182 of the Act. Subject to such disclosure, a Director may vote in respect of an actual or

proposed transaction or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any actual contract or proposed transaction or arrangement shall come before the Directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. For the purposes of this Article 26:

- 26.1. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in such notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- 26.2. an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 27. If a situation arises in which a Director (the "**Conflicted Director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) (a "**Conflict Situation**"), the following provisions shall apply:
  - 27.1. the Directors (other than the Conflicted Director and any other Director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution); or
  - 27.2. the members (by ordinary resolution or by notice in writing given to the Company by the holders of a majority of the shares),

may resolve to authorise such Conflict Situation and the continuing performance by the Conflicted Director of his duties and confirm that the existence of such Conflict Situation shall not give rise to a breach of the duty of the Conflicted Director pursuant to section 175 of the Act. Any such authorisation may be imposed at the time of authorisation or subsequently and may be subject to such conditions as the Directors or members (as applicable) may consider necessary or desirable, including (without limitation):

- (a) the exclusion of the interested Director in question from all information and discussion by the Company of the situation in question; and
- (b) (without prejudice to the general obligations of confidentiality) the application to the interested Director of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the situation in question.

In addition, any such authorisation may provide that, where the Conflicted Director obtains (other than through this position as a Director) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.



28. The Directors may dispense with the keeping of attendance records for meetings of the Directors. Article 15 of the Model Articles shall be modified accordingly.
29. The office of a Director shall be vacated if:
- 29.1. he becomes bankrupt or suspends payment of or compounds with his creditors;
  - 29.2. he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise mentally incapacitated;
  - 29.3. (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company, he resigns his office;
  - 29.4. he is prohibited by law from being a director or ceases to be a director by virtue of any provision of the Act;
  - 29.5. he is removed from office by notice in writing signed by all his co-Directors and served upon him or by ordinary resolution;
  - 29.6. he is removed from office by the holders of shares representing more than 50 per cent. of the total number of the issued shares of the Company which confer the right for the time being to attend and vote at general meetings of the Company by notice in writing addressed to the Company and delivered to the registered office; and/or
  - 29.7. he shall, for more than six consecutive months, have been absent without the permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
30. The Directors shall have power at any time to appoint any person as a director of the Company, either to fill a casual vacancy or as an addition to the existing Directors.
31. Directors may undertake any services for the Company as the Directors decide. Directors are entitled to such remuneration as the Directors determine for their services to the Company as Directors and for any other service which they undertake for the Company. Subject to these Articles, a Director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director. Unless the Directors decide otherwise, Directors' remuneration accrues from day to day. Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.
32. The Directors may from time to time appoint one or more of their number to an executive office (including that of Chief Executive Officer, Chief Finance Officer, Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit and, subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement, the appointment

of any Director as aforesaid shall be ipso facto determined if he ceases for any reason to be a Director.

33. A Chief Executive Officer, Chief Finance Officer, Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.
34. The Directors, on behalf of the Company and without the approval of any resolution of the Company, may:
  - 34.1. establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of:
    - 34.1.1. any persons (including Directors, former Directors, officers and former officers) who are or have been, at any time, in the employment or service of the Company or of any company which, at the time, is or was a subsidiary or a holding company of the Company (as defined in section 1159 of the Act) or another subsidiary of a holding company of the Company or otherwise associated with the Company or of the predecessors of the Company or of any such other company;
    - 34.1.2. the relations, spouses, widows, families, connections or dependants of any of the persons referred to in Article 34.1.1; and/or
    - 34.1.3. any other persons whose service or services have, directly or indirectly, been of benefit to the Company and their relations, connections or dependants;
  - 34.2. grant or procure the grant of donations, gratuities, pensions, allowances (including allowances on death) or other payments or benefits of any kind to any of the persons referred to in Articles 34.1.1 to 34.1.3 (or any of them);
  - 34.3. establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of any of the persons referred to in Articles 34.1.1 to 34.1.3 (or any of them) or otherwise for the advancement of the interests and well-being of the Company or its members or of any such other company as referred to in Article 34.1.1 or its members; and/or
  - 34.4. make payments for or towards the insurance of any of the persons referred to in Articles 34.1.1 to 34.1.3 (or any of them).

Any Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this Article 34 and the receipt thereof shall not disqualify any person from being or becoming a director of the Company.

35. The Directors, on behalf of the Company and without the approval of any resolution of the Company, may:
- 35.1. establish and contribute to any employees' share scheme (as defined in section 1166 of the Act) for the purchase or subscription by (a) trustee(s) of shares in the capital of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares in the capital of the Company or of a holding company of the Company;
  - 35.2. establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company or of a holding company of the Company; and/or
  - 35.3. formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them.

Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article 35 and the receipt thereof shall not disqualify any person from being or becoming a director of the Company.

36. A resolution in writing signed by all eligible Directors shall be as valid and effectual as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors or to which one or more of the Directors has otherwise indicated his agreement in writing. 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. References in this Article to "eligible Directors" are to Directors who would have been entitled to vote on a matter had it been proposed as a resolution at a Directors' meeting.
37. Subject to the other provisions of these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when the meeting has been called and takes place in accordance with these Articles and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting. A meeting of the Directors may consist of a conference between Directors who are not all in one place but who can each (directly or by telephonic communication) speak to each of the other Directors and be heard by each of the other Directors simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Subject to the Act, all business transacted in such manner by the Directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman then is. The word "meeting" in these Articles shall, in relation to Directors' meetings, be construed accordingly.

## **BORROWING AND OTHER POWERS**

38. The Directors may, without limit, exercise all the powers of the Company in relation to amounts to borrow, amounts to raise, to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and, similarly, as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into.

## **ALTERNATE DIRECTORS**

39. Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If an alternate Director is not another Director then such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
40. The appointment of an alternate Director shall terminate on the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases to be a Director.
41. An alternate Director shall be entitled to receive notice of all meetings of the Directors, and of all meetings of committees of the Directors of which his appointer is a member, and shall be entitled to attend and vote as a Director at any such meetings at which his appointer is not personally present and generally at such meetings to perform all the functions of his appointer as a Director in his absence and, for the purposes of the proceedings at such meetings, the provisions of these Articles shall apply as if he were a Director. If his appointer is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate Director's signature to any written resolution of the Directors shall be as effective as the signature of his appointer. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). Save as aforesaid, an alternate Director shall not have power to act as a Director or be deemed to be a Director for the purposes of these Articles.
42. An alternate Director may be repaid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director, provided that he shall only be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointer as such appointer may, by notice in writing to the Company, from time to time direct.

## **INDEMNITY**

43. Without prejudice to any other indemnity which may from time to time be applicable, a relevant officer of the Company or an associated company shall be indemnified out of the assets of the Company against:

- 43.1. any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- 43.2. any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and
- 43.3. any other liability incurred by that officer as an officer of the Company or an associated company,

provided always that this Article 43 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.

In this Article 43:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "**relevant officer**" means any Director, former Director, Company secretary or former Company secretary or other officer of the Company or an associated company (but not its auditor).

## **INSURANCE**

- 44. 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. Without prejudice to the generality of Article 26, at a meeting of the Directors where such insurance is under consideration, a Director may form part of the quorum and vote notwithstanding any interest he may have in such insurance.

In this Article 44:

- (a) a "**relevant officer**" means any director or former director, company secretary or former company secretary of the Company or an associated company, any other officer or employee or former officer or employee of the Company (but not its auditor) or any trustee of an occupational pension scheme (as defined in section 235(6) of the Act) for the purposes of an employees' share scheme of the Company or an associated company;
- (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, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## OVER-RIDING PROVISIONS

45. In the event that any person (alone or jointly with any other person) holds (whether directly or indirectly) not less than 90 per cent. of the total number of the issued shares of the Company which confer the right for the time being to attend and vote at general meetings of the Company (the "**Parent**"), the following provisions shall (without prejudice to the provisions of sections 168 and 169 of the Act) apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:
- 45.1. the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed; and
- 45.2. any or all powers of the Directors shall be restricted or extended in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction or extension may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or, in the case of a company, on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.