

FILE COPY



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

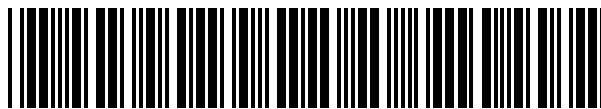
Company Number **14803375**

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

PRECEPT AI LTD.

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, Cardiff, on **14th April 2023**



N14803375I



Companies House



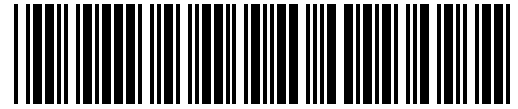
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **12/04/2023**

XC1ATJO9

Company Name in full:

PRECEPT AI LTD.

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**FLAT 4 AURORA POINT 277 GROVE STREET
LONDON
ENGLAND SE8 3PZ**

Sic Codes:

62012

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director *1*

Resident:

Occupation: **CHIEF EXECUTIVE**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	PREFERENCE	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS EQUALLY ENTITLED TO A DISTRIBUTION OF DIVIDENDS. EACH SHARE IS EQUALLY ENTITLED TO A DISTRIBUTION OF CAPITAL.

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
	A	<i>Aggregate nominal value:</i>	1
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE IS EQUALLY ENTITLED TO A DISTRIBUTION OF CAPITAL.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0
<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **RYAN BRIGHT**

Address **FLAT 4 AURORA POINT 277
GROVE STREET
LONDON
ENGLAND
SE8 3PZ**

Class of Shares: **PREFERENCE**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **0**

Amount paid: **0.01**

Class of Shares: **ORDINARY A**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **0**

Amount paid: **0.01**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR RYAN BRIGHT**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/09/1994** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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

<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **RYAN BRIGHT**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of PRECEPT AI LTD.

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	Authentication
RYAN BRIGHT	Authenticated Electronically

Dated: 12/04/2023