

FILE COPY



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

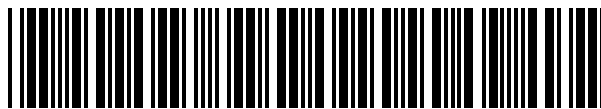
Company Number **709559**

The Registrar of Companies for Scotland, hereby certifies that

AQUAWAVE SOLUTIONS 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 Scotland

Given at Companies House, Edinburgh, on **15th September 2021**



NSC709559Q



Companies House



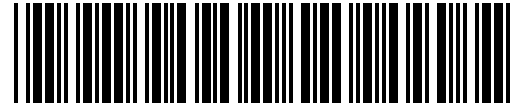
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **15/09/2021**

XAD2KFR5

Company Name in full: **AQUAWAVE SOLUTIONS LTD**

Company Type: **Private company limited by shares**

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **30 MOIR AVENUE
MUSSELBURGH
SCOTLAND EH21 8EG**

Sic Codes: **43220**

Company Director *1*

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

Statement of Capital (Share Capital)

| | | | |
|------------------------|-----------------|--------------------------|------------|
| Class of Shares: | ORDINARY | Number allotted | 100 |
| | A | Aggregate nominal value: | 100 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

A SHARES HAVE FULL VOTING RIGHTS.DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF THE OTHER(S).ON WINDING UP, A SHARES ARE REPAID FIRST THEN B THEN C.THE SURPLUS TO BE PAID TO THE HOLDERS OF A SHARES ONLY.THE SHARES ARE NOT REDEEMABLE SHARES.

| | | | |
|------------------------|-----------------|--------------------------|----------|
| Class of Shares: | ORDINARY | Number allotted | 1 |
| | B | Aggregate nominal value: | 1 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

B SHARES HAVE NO VOTING RIGHTS.DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF THE OTHER(S).ON WINDING UP, A SHARES ARE REPAID FIRST THEN B THEN C.THE SURPLUS TO BE PAID TO THE HOLDERS OF A SHARES ONLY.THE SHARES ARE NOT REDEEMABLE SHARES.

| | | | |
|------------------------|-----------------|--------------------------|----------|
| Class of Shares: | ORDINARY | Number allotted | 1 |
| | C | Aggregate nominal value: | 1 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

C SHARES HAVE NO VOTING RIGHTS.DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF THE OTHER(S).ON WINDING UP, A SHARES ARE REPAID FIRST THEN B THEN C.THE SURPLUS TO BE PAID TO THE HOLDERS OF A SHARES ONLY.THE SHARES ARE NOT REDEEMABLE SHARES.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------|
| Currency: | GBP | Total number of shares: | 102 |
| | | Total aggregate nominal value: | 102 |
| | | Total aggregate unpaid: | 0 |

Initial Shareholdings

Name: **JAMES NUNN**

Address **30 MOIR AVENUE
MUSSELBURGH
SCOTLAND
EH21 8EG**

Class of Shares: **ORDINARY A**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **JAMES NUNN**

Address **30 MOIR AVENUE
MUSSELBURGH
SCOTLAND
EH21 8EG**

Class of Shares: **ORDINARY B**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **JAMES NUNN**

Address **30 MOIR AVENUE
MUSSELBURGH
SCOTLAND
EH21 8EG**

Class of Shares: **ORDINARY C**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

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 JAMES NUNN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1988** *Nationality:* **BRITISH**

Service Address: **30 MOIR AVENUE
MUSSELBURGH
SCOTLAND
EH21 8EG**

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.

Nature of control

The person holds, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of AQUAWAVE SOLUTIONS 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 |
|-------------------------|------------------------------|
| JAMES NUNN | Authenticated Electronically |
| JAMES NUNN | Authenticated Electronically |
| JAMES NUNN | Authenticated Electronically |

Dated: 15/09/2021

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF AQUAWAVE SOLUTIONS LTD

1. INTERPRETATION

1.1 The following definitions and rules of interpretation apply in these Articles:

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Where the context permits, other and otherwise are illustrative and shall not limit the sense of the words preceding them.

1.6 The Model Articles shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.

1.7 Article 30 of the Model Articles shall not apply to the company.

2. PROCEDURE FOR DECLARING DIVIDENDS

2.1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

- 2.2 For the avoidance of doubt, each different designation of shares shall constitute a different class of shares; and where this article permits differentiation in payment of dividends (whether as to amount or percentage, or as to whether or not a dividend shall be paid at all) between classes, it likewise permits such differentiation between different designations and classes of shares.
- 2.3 Subject to Article 2.6 below, every general meeting at which a dividend is declared shall, by ordinary resolution passed by a majority of each class of shareholders, direct that such dividend be paid in respect of all classes of Shares, or in respect of one or more classes of Shares to the exclusion of the other classes.
- 2.4 Subject to Article 2.6 below, where a dividend is declared in respect of more than one class of Shares the Company may, by ordinary resolution passed by a majority of each class of shareholders, differentiate between such classes as to the amount or percentage of dividend payable, but in default of such a resolution the Shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of Shares.
- 2.5 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 2.6 No dividend shall be declared in respect of any class of Shares in circumstances where the Directors recommend that no dividend should be declared nor shall any dividend be declared in respect of any class which exceeds the amount recommended by the Directors in respect of that class.
- 2.7 No dividend may be declared or paid unless it is in accordance with members' respective rights.
- 2.8 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- 2.9 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 2.10 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 2.11 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an

interim dividend on shares with deferred or non-preferred rights.

- 2.12 When paying interim dividends the Directors may make payments in respect of one or more classes of Shares to the exclusion of the other classes or to all classes of Shares. When making such payments the Directors may differentiate between the classes in respect of which payments are being made as to the amount or percentage of dividend payable.
- 2.13 Each individual holding at least 5% of the Company's ordinary share capital shall be beneficially entitled to at least 5% of the profits available for distribution to the equity shareholders of the Company; and therefore, notwithstanding any other provisions of this article, where the Company has more than one class of shares, and where any dividend (whether final or interim) is declared, the amount of dividend paid in respect of each such class must be such as to ensure that each individual holding 5% or more of the Company's ordinary share capital shall be allocated no less than 5% of the total dividend declared to be paid to all equity shareholders