

COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

METAFLOW SOLUTIONS LIMITED

THURSDAY



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01/10/2020

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COMPANIES HOUSE

1. The Company's name is "METAFLOW SOLUTIONS LIMITED".
2. The Registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are

(A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely, A general commercial company, Manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, investors in property, estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, sea/folders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators; painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders and decorators, merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, Jewelers, radio television and electrical retailers, dealers and repairers, toys games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and

demolition contractors; provision of security services, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently earned out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and

on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company

(M) To establish or support or and in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculate to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase of acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.
5. The issued share capital of the Company is GBP 1988 divided into 989 ordinary shares of GBP 1.00 each and 999 ordinary "B" shares of GBP1.00 each.
6. The shares in the original or any increased capital of the Company may be issued with preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

METAFLOW SOLUTIONS LIMITED

(As amended by special resolution dated __ ____, 2020)

Preliminary

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
2. Regulations 60, 61, 64, 73, 74, 75, 81 (e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

General Meetings

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company
4. One member may constitute a quorum where the Company is a single member company

Auditors

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

Share Capital

6. The Company is a private company limited by shares, within the meaning of the Act
7. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

8. Subject to any discretion to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article
9. Notwithstanding anything contained in these Articles of Association (including, without limitation, Regulations 8 to 11 of Table A):
 - (i) any bank or institution to whom any shares of the Company have from time to time been charged (or any nominee, agent or trustee of or on behalf of such bank or institution) shall have a first fixed charge over such shares, ranking in priority over the lien expressed to be created under Regulation 8 of Table A, whether the period for the payment, fulfilment or discharge shall have actually arrived or not and regardless of when such charge or security was created, and such first fixed charge shall extend to all dividends from time to time declared in respect of such shares; and
 - (ii) no sale pursuant to Regulation 9 of Table A shall be made of any shares of the Company which have been charged by way of security, from time to time, to any bank or institution (or any nominee, agent or trustee of or on behalf of any bank or institution).
10. Notwithstanding anything contained in these Articles of Association (including but not limited to Regulations 12 to 22 of Table A), no shares which have been charged by way of security, from time to time, to any bank or institution (or any nominee, agent or trustee of or on behalf of any bank or institution) shall be liable to be forfeited, sold, re-allotted or otherwise disposed of and the shareholder of whom shall continue to be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege or rights as shareholder.
11. Regulations 23 to 28 (inclusive) of Table A shall apply to the Company save that:
 - (i) a member desiring to transfer shares (other than shares which have been charged by way of security, from time to time, to any bank or institution (or any nominee, agent or trustee of or on behalf of any bank or institution)) shall first give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question;
 - (ii) nothing in these Articles of Association (including but not limited to Regulations 23 to 28 of Table A) shall apply to restrict any transfer of shares which have been charged by way of security from time to time, to any bank or institution (or any nominee, agent or trustee of or on behalf of any bank or institution), if such transfer is made pursuant to any power of sale granted in connection with such security;
 - (iii) notwithstanding anything contained in these Articles of Association (including but not limited to Regulations 23 to 28 of Table A), the Directors of the Company shall not decline or refuse to register the transfer of shares (whether because the Company has a lien on such shares or otherwise), nor may they suspend registration thereof, nor shall they decline to accept any instrument of transfer of a share, where

such transfer is requested by any bank or institution to whom shares have been charged by way of security (or any nominee, agent or trustee of or on behalf of any bank or institution), and where such instrument of transfer is executed pursuant to the power of sale under such security, a certificate by any officer of such bank or institution (or any nominee, agent or trustee of or on behalf of any bank or institution) that the shares were so charged and the instrument of transfer was so executed shall be conclusive evidence of such facts.

Appointment of Directors

12. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.
13. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

Proceedings of Directors

14. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration
15. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
16. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

Seal

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply

Dividend

18. The Ordinary "B" shares shall not entitle the holders thereof to any dividends or any other participation in the profits of the Company.