FILE COPY

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

Company No. 3047738

The Registrar of Companies for England and Wales hereby certifies that
COMPOST TECHNOLOGY LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 19th April 1995

N03047738J

For the Registrar of Companies

COMPANIES HOUSE

HC007B

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* COMPOST TECHNOLOGY LIMITED

* insert full name of Company

I, RICHARD O'DRISCOLL

of 44 UPPER BELGRAVE ROAD
CLIFTON
BRISTOL (AS AUTHORISED SIGNATORY OF:- BLACKFRIAR COMPANY SERVICES LIMITED)

† delete as appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]†
[person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 28 CANNON STREET
BEDMINSTER
BRISTOL

the 10th day of APRIL

One thousand nine hundred and NINETY FIVE

before me [signature]

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~ Solicitor having the powers conferred on a Commissioner for Oaths.

Declarant to sign below

[signature]

Presentor's name address and reference (if any):
BLACKFRIAR COMPANY
SERVICES LIMITED
44 UPPER BELGRAVE ROAD
CLIFTON
BRISTOL BS8 2XN

For official Use
New Companies Section

Post room

COMPANIES HOUSE

10

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

CN _____ For official use ☐

Company name *(in full)* COMPOST TECHNOLOGY LIMITED

Registered office of the company on incorporation.

RO 44 Upper Belgrave Road
Clifton
Post town Bristol
County/Region Avon
Postcode BS8 2XN

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address. ☐

Name Blackfriar Company Services Limited
RA 44 Upper Belgrave Road
Clifton
Post town Bristol
County/Region Avon
Postcode BS8 2XN

Number of continuation sheets attached ☐

To whom should Companies House direct any enquiries about the information shown in this form?

Blackfriar Company Services Limited
As Above
Postcode
Telephone 0272 238445 Extension

Company Secretary *(See notes 1 - 5)*

Name

*Style/Title: CS Blackfriar Secretaries Limited

Forenames:

Surname:

*Honours etc:

Previous forenames:

Previous surname:

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

AD 44 Upper Belgrave Road
Clifton
Post town: Bristol
County/Region: Avon
Postcode: BS8 2XN Country: England

I consent to act as secretary of the company named on page 1

Consent signature

Signed Date 10/4/95

Directors *(See notes 1 - 5)*

Please list directors in alphabetical order.

Name

*Style/Title: CD Blackfriars Directors Limited

Forenames:

Surname:

*Honours etc:

Previous forenames:

Previous surname:

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

AD 44 Upper Belgrave Road
Clifton
Post town: Bristol
County/Region: Avon
Postcode: BS8 2XN Country: England

Date of birth: DO

Nationality: NA

Business occupation: OC Company Formation Agents

Other directorships: OD

I consent to act as director of the company named on page 1

Consent signature

Signed Date 10/4/95

* Voluntary details

Directors (continued)
(See notes 1 - 5)

Name

*Style/Title CD

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

AD

Post town

County/Region

Postcode

Country

Date of birth DO

Nationality NA

Business occupation OC

Other directorships OD

* Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed Date

BLACKFRIAR COMPANY SERVICES LIMITED

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date 10/4/95

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

100 £.

3047738.

INC 1985 REGISTERED COMPANIES HOUSE

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
COMPOST TECHNOLOGY LIMITED

1. The name of the Company is COMPOST TECHNOLOGY LIMITED
2. The registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are:

3.1 to carry on the business of a General Commercial Company

3.2 to design, manufacture and deal in any materials, articles or components, and to provide any services which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it;

3.3 to promote, and to acquire all or any of the share or loan capital of, any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative, financial and other services and facilities for any company in which the Company is interested, or for any other persons; and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligation as may be thought fit, including the share or loan capital or other obligations of any body corporate;

3.4 to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world;

3.5 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to the exercise of any power (whether express or implied) possessed by the Company.

4. The liability of the Members is limited
5. The Share capital of the Company is £100 divided into 100 shares of £1 each

262204

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares specified opposite our respective names.

Name and Address of Subscribers	**Number of Shares taken by each Subscriber**
..... **Richard O'Driscoll** **(Authorised Signatory)** **Blackfriar Directors Limited** **44 Upper Belgrave Road** **Clifton** **Bristol BS8 2XN**	**1**
..... **Richard O'Driscoll** **(Authorised Signatory)** **Blackfriar Secretaries Limited** **44 Upper Belgrave Road** **Clifton** **Bristol BS8 2XN**	**1**
Total Shares taken	**2**

Dated 10th April 1995

Witness to the above signatures

.....J Davis.....

John Davis

11 Howard Road

Bristol BS3

COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

COMPOST TECHNOLOGY LIMITED

1. Preliminary

1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2 Share Capital

2.1 The share Capital of the Company is £ 100 divided into 100 Ordinary Shares of £1 each.

2.2 In Regulation 2 of table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

3.2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

7. Number of Directors

The number of Directors shall not be less than one.

8. Appointment and Retirement of Directors

Regulations 73 to 83 of Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"

11. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"

12. Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted"

Name and Address of Subscribers

.....

Richard O'Driscoll

(Authorised Signatory)

Blackfriar Directors Limited

44 Upper Belgrave Road

Clifton

Bristol BS8 2XN

.....

Richard O'Driscoll

(Authorised Signatory)

Blackfriar Secretaries Limited

44 Upper Belgrave Road

Clifton

Bristol BS8 2XN

Dated 10th April 1995

Witness to the above signatures

.....J. Davis.....

John Davis

11 Howard Road

Bristol BS3