

Company 03882413

**WRITTEN RESOLUTION**

**OF**

**COMPUSOFT GB LIMITED (Company)**

Passed on *06 February* ] 2017

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

A copy of the written resolution is attached.

**SPECIAL RESOLUTION**

1 The draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association ("New Articles")

Signed

Director

*Stephan Temunovic*  
*Managing Director*



Company number 03882413

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COMPUSOFT GB LIMITED (Company)

Circulation Date 01/02/17

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

Resolution 1 below is passed as a special resolution (**Special Resolution**).

#### **SPECIAL RESOLUTION**

- 1 That Article 1(b) of the Company's articles of association be amended so as to include regulation 89 of Table A as a regulation of Table A that shall not apply to the Company

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, a person entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution

Signed by **COMPUSOFT AS**

Date



COMPANIES HOUSE

## NOTES

1 You can choose to agree to the Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

**By hand** delivering the signed copy to Compusoft GB Limited c/o Grant Thornton UK LLP, Regent House, 80 Regent Road, Leicester, LE1 7NH

**Post** returning the signed copy by post to Compusoft GB Limited c/o Grant Thornton UK LLP, Regent House, 80 Regent Road, Leicester, LE1 7NH

**Email** by attaching a scanned copy of the signed document to an email and sending it to [salbini@pickerings-solicitors.com](mailto:salbini@pickerings-solicitors.com) or [Stephan@strategicvalueatwork.com](mailto:Stephan@strategicvalueatwork.com)  
Please type "Written resolutions dated 01/02/17 in the email subject box

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless by 28/02/17 sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

## **THE COMPANIES ACT 1985**

(As amended by the Companies Act 1989)

Private Company Limited by Shares

## **NEW ARTICLES OF ASSOCIATION**

of

## **COMPUSOFT GB LIMITED**

### **PRELIMINARY**

- 1 (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company
- (b) Regulations 35, 53, 64, 68, 73 to 81, 89, 94 to 97 (both inclusive), 101, 115 and 118 of Table A shall not apply to the Company
- (c) Any reference in these Articles to "The Act" shall mean the Companies Act 1985 as amended or extended by any other enactment
- (d) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act

### **ALLOTMENT OF SHARES**

- 2 (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority) -
  - (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder
  - (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company
- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

- 3 Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

- 4 (a) No share shall be issued at a discount.
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

## SHARES

- 5 (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- (b) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
- (c) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.
- 6 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all monies presently payable by him or his estate to the Company but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

## TRANSFER OF SHARES

- 7 The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

## GENERAL MEETINGS AND RESOLUTIONS

- 8 (a) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A
- (b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member
- (c) Regulations 38 and 59 of Table A shall be modified accordingly
- (d) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly
- (e) At the end of regulation 41 of Table A there shall be inserted the following "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum"
- 9 A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative)

## APPOINTMENT AND REMOVAL OF DIRECTORS

- 10 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly
- 11 (a) The Directors shall not be required to retire by rotation
- (b) No person shall be appointed a Director at any General Meeting unless either-
- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director

(d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force

(e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom

12 (a) Without prejudice to the provisions of Section 303 of the Act, any person may be appointed a director or any director may be removed from office—

(i) by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary or a duly authorised representative of the corporation, and left at or sent to the office; or

(ii) by ordinary resolution of the Company in General Meeting and without the need to give special notice of such resolution under section 379 of the Act

(b) Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex, cable or facsimile is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office

(c) For the purposes of appointment or removal by notice, the person or persons unconditionally entitled to be registered as the holder or holders of such shares shall be treated as though they were the holder or holders thereof and "holder" and "holders" shall be construed accordingly)

13 The office of a Director shall be vacated if -

(a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he becomes incapable by reason of illness or injury of managing his property and affairs, or

(d) (not being a director appointed for a fixed and still current term of salaried employment or office with the Company) he resigns his office by notice in writing to the Company, or

(e) the directors resolve that he is physically or mentally incapable of performing his duties, or

(f) he is removed in accordance with Article 12

#### **ALTERNATE DIRECTORS**

14 An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than 24 hours notice in writing to the Company and to the appointor given by a majority of his co-Directors

#### **PROCEEDINGS OF DIRECTORS**

15 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by

the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Company it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

- 16 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
- 17 A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

## **BORROWING POWERS**

- 18 The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third part.

## **GRATUITIES AND PENSIONS**

- 19 In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

## **DIVIDENDS**

- 20 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

## **NOTICES**

- 21 (a) Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulations 112 of Table A shall be modified accordingly.
- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent.



## **EXECUTION OF DOCUMENTS**

- 22 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors.

## **INDEMNITY**

- 23 The Company may in accordance with Section 310(3) of the Act pay for any liability insurance and also shall out of the assets of the Company indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted in any connection with an application under in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.