

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06678276

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

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

Given at Companies House on 21st August 2008



\*N06678276T\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



**Companies House**

— for the record —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

**6678276**

Company name

**ACQC LIMITED**

I,

**ANNETTE DOWNES**

of

**19 ALEXANDRA ROAD  
MERTHYR TYDFIL  
WALES  
CF47 9AG**

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**  
— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

*Received for filing in Electronic Format on the:* **20/08/2008**



XM7V32F5

---

*Company Name  
in full:* **ACQC LIMITED**

*Proposed Registered  
Office:* **19 ALEXANDRA ROAD  
MERTHYR TYDFIL  
WALES  
CF47 9AG**

---

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

*Agent's Name:* **CLIVE MATHIAS LIMITED**  
*Agent's Address:* **PO BOX 3  
NEWPORT  
WALES  
SA42 0WQ**

---

*Director ]:*

*Name*            **ANNETTE DOWNES**

*Address:*       **19 ALEXANDRA ROAD  
MERTHYR TYDFIL  
WALES  
CF47 9AG**

*Nationality:*    **BRTISH**

*Business occupation:*   **DIRECTOR**

*Date of birth:*    **12/10/1964**

*Consented to Act:* **Y**            *Date Authorised:* **21/08/2008**   *Authenticated:* **YES**

---

*Authorisation*

*Authoriser Designation:* **subscriber**

*Date Authorised:* **20/08/2008**

*Authenticated:* **Yes**

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

ACQC LIMITED

- 1 The Company's name is ACQC LIMITED
- 2 The Company's Registered Office is to be situated in Wales and England.
- 3 The Company's objects are:
  - a) To be a general commercial Company
  - b) To carry on the businesses of the Company anywhere in the world;
  - c) To promote the interests of any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner. In particular the Company may paying or discharge the liabilities or give any undertaking to do so. This may be done by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such holding or subsidiary as above. These may be either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as above. The promotion of the interests of any such company as above shall be an object and not a power of the Company;
  - d) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind or in respect of any property;
  - e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person firm or Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company. To acquire an interest in, amalgamate or enter into partnership or any arrangement with or for co-operation or mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things as above or property acquired, any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debenture stock or securities so received;
  - f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company;
  - g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
  - h) To lend and advance money or to give credit on such terms with or without security, to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds; to receive money on deposit or loan upon such terms as the Company shall agree; to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company firm or person including any parent, subsidiary or associated or co-subsidiary Company as the Company shall agree;

- i) To borrow and raise money; to secure the repayment of any money borrowed raised or owing by mortgage or charge or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital; also by mortgage or charge or other security, to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- k) To subscribe for, take, purchase or otherwise acquire and hold, shares or other interests in securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of any of its property; to co-ordinate, finance and manage the business and operations of the Company in which the Company holds such interests;
- l) To remunerate any person, firm or Company rendering services to the Company either by cash payment or other than cash as the Directors shall decide or by the allotment of shares or other securities of the Company credited as paid up in full or in part;
- m) To pay all or any fees and expenses incurred in connection with the promotion and incorporation of the Company;
- n) Subject to any relevant statutory provisions to purchase and maintain at the expense of the Company any insurance policy for any Director (including an alternate Director) the Directors or Other Officer of the Company against any liability in relation to his or their execution of or failure to execute duties for and on behalf of the Company;
- o) To support and subscribe to any charitable or public object; to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or Employees or may be connected with any town or place where the Company carried on business. To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid; Generally to provide advantages, facilities and services for any persons who are or have been Directors of or who have been employed by or who are serving or have served the Company or of any Company which is a Subsidiary of the Company or of the predecessors in business of the Company or of any such Subsidiary Holding or Co-Subsidiary Company and to the wives widows children and other relatives and dependants of such persons. To set up, establish support and maintain superannuation and other funds or schemes (whether contributory or not) for the benefit of any such dependants.
- p) To promote any other Company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company; to subscribe for, to otherwise acquire, all or part of the shares or securities of any such Company;
- q) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in parts for such consideration as the Company shall decide and in particular for shares debentures or securities of the Company purchasing the same;
- r) To procure the registration of the Company in any part of the world and to carry out any of the authorised objects of the Company in any part of the world whether as principal, agent, contractor, sub-contractor or jointly with

any other person or persons;

- s) Subject to sections 151 to 158 inclusive of the Companies Act 1985 ("The Act") (if and to the extent that such provisions shall be applicable) to give any kind of financial assistance (directly or indirectly) as defined in section 152 of the Act for any of the purposes set out in sections 151(1) and 151(2) of the Act.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £100 divided into 100 shares of £1 each.

The subscriber to this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum; and agrees to take the number of Shares shown opposite the subscriber's name

---

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
--------------------------------	---

---

ANNETTE DOWNES  
19 ALEXANDRA ROAD  
MERTHYR TYDFIL  
CF47 9AG

ONE

---

DATED 20 August 2008



## THE COMPANIES ACTS 1985 TO 2006

### COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION

##### OF ACQC LIMITED

Table A (called "Table A" in these articles of association) of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (as it relates to a private company) and the Companies Act 1985 (Electronic Communications) Order 2000 shall apply to the Company. Such Regulations (except those which are excluded or varied by the following articles of association) and the following articles of association shall be the articles of association of the Company.

#### SHARES

- 1) Subject to the provisions of Sections 80 and 89 of the Companies Act 1985 the shares of the Company shall be under the control of the Directors who may allot or dispose of or grant options over the same to such persons on such terms as the Directors shall decide.
- 2) The lien conferred by Regulation 8 of Table A shall attach to a fully paid up share or shares and to all shares registered in the name of any persons indebted or under any liability to the Company whether he or she shall be the sole registered holder of the share or shares or shall be one of a number of joint holders.
- 3) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Section) of the Company up to the amount of the Authorised Share Capital of the Company at any time or times during the period of five years from the date of the adoption of these Articles of Association to such persons and for such consideration and upon such terms as the Directors shall decide. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and so that the Directors may allot relevant securities in pursuance of any such offer or agreement. Sections 89(1) and 90(1) to 90(6) inclusive of the Companies Act shall not apply to the Company.
- 4) The Company may issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder and the terms and the manner in which such redemption may be effected shall be as the Company before the issue of the shares by special resolution determine shall be provided by and incorporated in these the Articles of Association of the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

- 5) The Chairman of General Meetings of the Company shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

## DIRECTORS / MEETINGS OF DIRECTORS

- 6) There shall be no maximum number of Directors and the minimum number of Directors shall be one.
- 7) If the minimum number of Directors fixed by or pursuant to these Articles shall be one, a sole Director shall have authority to exercise all the powers and discretions expressed to be vested in the Directors and Regulation 89 in Table A shall be modified so that the quorum referred to in that Regulation shall be one.
- 8) The Chairman of Meetings of the Directors and of Committees of the Directors shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.
- 9) Subject to the following proviso the power of the Directors to regulate their proceedings in accordance with the said regulation 88 shall include (if duly approved by the Directors) participation in meetings by conference telephone or any kind of communication or electronic communication (as defined in the Electronic Communications Act 2000) – Provided :-
  - a) that proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with this Clause shall have been given to all persons who are entitled to attend meetings of Directors; and
  - b) that written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Clause shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct. The reference to “resolutions” in this sub-clause b) means any proposed resolution which to be valid requires proper certification in accordance with this Clause.
- 10) The date of any resolution passed at any meeting which may be held in accordance with the preceding Clause shall be when the transcript of the resolution shall be certified by the last Director to do so.
- 11) A Director may vote as a Director at any Meeting on any motion or resolution concerning a matter contract or arrangement in which he is interested in any way and Regulation 94 of Table A shall not apply to the Company. If a Director votes pursuant to this Regulation he shall be counted for the purposes of a quorum.
- 12) Subject to any statutory rules in force from time to time the Directors may exercise all the powers of the Company conferred by the memorandum of association of the Company and shall be entitled to retain any benefits received by any of them by reason of the exercise of such powers. Regulation 87 of Table A shall not apply to the Company.
- 13) The Directors shall not be required to retire from office by rotation.
- 14) The Company may by ordinary resolution and the Directors may appoint any person who consents to act to be a Director of the Company.
- 15) The Company may remove any Director by ordinary resolution before the end of any period of office. Regulation 81 of Table A shall be modified accordingly.

- 16) Every Director shall be entitled to such remuneration as the Directors or the Company shall decide. Such remuneration shall be deemed to accrue from day to day. This Regulation shall be without prejudice to the payment of any remuneration pursuant to Regulation 84 of Table A. Regulation 82 of Table A shall not apply.

#### INDEMNITY

- 17) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against any losses or liability of any kind which he or she or it may sustain or incur in or about the execution or discharge of his her or its office or duties as Officer or Auditor of the Company. Nor shall any Director or other Officer be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution or discharge of his or her or its office or duties or in relation to such office or duties. This indemnity and exemption shall not apply to any liability which may not lawfully be indemnified or exempted.

- 18) Regulation 118 of Table A shall not apply to the Company.

#### SHARE TRANSFERS / ASSIGNMENT OF INTERESTS IN SHARES

- 19) The Directors may in their absolute discretion decline to register any transfer of any share or shares whether or not fully paid.
- 20) Regulations 23 to 28 inclusive and Regulation 30 of Table A shall not apply to the Company.

#### COMMON SEAL

- 21) The Company need not have a common seal. If it does have a seal Regulation 101 of Table A shall apply to its use by the Company. Regulation 6 of Table A shall apply to the Company as if the words "or otherwise shall be executed by the Company in a manner having the same effect as if executed under the common seal of the Company" were inserted after the words "shall be sealed with the seal" in the said Regulation.

#### AUDITORS

- 22) Subject to statutory regulations in force from time to time the Company need not appoint a registered Auditor. All references in these Articles to Auditor or Auditor/Accountant shall include any reporting or other Accountant which the Company may appoint in exercise of any right to exemption from Audit under the statutory provisions in force from time to time.

\* \* \*

---

NAME AND ADDRESS OF SUBSCRIBER

---

ANNETTE DOWNES  
19 ALEXANDRA ROAD  
MERTHYR TYDFIL  
CF47 9AG

---

DATED 20 August 2008