



**FILE COPY**

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

Company No. 7171576

The Registrar of Companies for England and Wales, hereby certifies that

**ABSOLUTE GUARDS UK LIMITED**

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 England/Wales

Given at Companies House on **26th February 2010**



**\*N07171576L\***



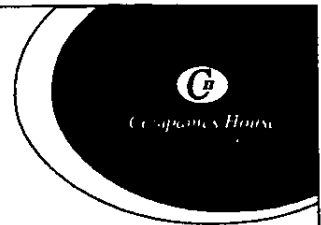
*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# IN01

## Application to register a company



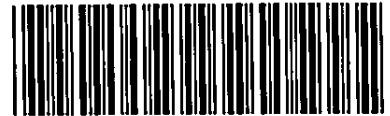
A fee is payable with this form  
Please see 'How to pay' on the last page



☒ **What this form is for**  
You may use this form to register a  
private or public company

☒ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01

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LD1 26/02/2010 48  
COMPANIES HOUSE

### Part 1 Company details

**Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
  
All fields are mandatory unless  
specified or indicated by \*

#### A1 Company details

	Please show the proposed company name below
Proposed company name in full ①	<b>ABSOLUTE GUARDS UK LIMITED</b>
For official use	7171576

**① Duplicate names**  
Duplicate names are not permitted. A  
list of registered names can be found  
on our website. There are various rules  
that may affect your choice of name.  
More information is available at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

**② Company name restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative

**③ Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this.  
For more details, please go to our  
website.  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A4 Company type ④

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

- ☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

**④ Company type**  
If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Application to register a company

<b>A5</b>	<b>Situation of registered office</b>	<p>Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)</p> <p><input checked="" type="checkbox"/> England and Wales <input type="checkbox"/> Wales <input type="checkbox"/> Scotland <input type="checkbox"/> Northern Ireland</p>	<p><b>Registered office</b> Every company must have a registered office and this is the address to which the Registrar will send correspondence</p> <p>For England and Wales companies, the address must be in England or Wales.</p> <p>For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.</p>
<b>A6</b>	<b>Registered office address</b>	<p>Please give the registered office address of your company</p> <p>Building name/number <b>SUITE 4 AND 5 LONDON HOUSE BUSINESS CENTRE</b></p> <p>Street <b>THAMES ROAD</b></p> <p>Post town <b>DARTFORD</b></p> <p>County/Region</p> <p>Postcode <b>D A 1 5 Q J</b></p>	<p><b>Registered office address</b> You must ensure that the address shown in this section is consistent with the situation indicated in section A5</p> <p>You must provide an address in England or Wales for companies to be registered in England and Wales.</p> <p>You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively</p>
<b>A7</b>	<b>Articles of association</b>	<p>Please choose one option only and tick one box only</p> <p>Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p> <p>Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p> <p>Option 3 <input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>	<p><b>For details of which company type can adopt which model articles, please go to our website <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></b></p>
<b>A8</b>	<b>Restricted company articles</b>	<p>Please tick the box below if the company's articles are restricted</p> <p><input type="checkbox"/></p>	<p><b>Restricted company articles</b> Restricted company articles are those containing provision for entrenchment. For more details, please go to our website <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p>

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**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① **Corporate appointments**  
For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**  
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② **Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ **Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3****Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

④ **Signature**  
The person named above consents to act as secretary of the proposed company.

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## Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments</b> ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies</b> ①	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ①		
Registration number		
	<b>① EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>②</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>C4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ①		
Registration number		
	<b>① Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
<b>C5</b>	<b>Signature</b> ①	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> <span>X</span> <span>X</span> </div>	
	<b>① Signature</b> The person named above consents to act as corporate secretary of the proposed company	

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**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title*	MR
Full forename(s)	NWANNE
Surname	OKOGWU
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d2 d6 m0 m9 y1 y9 y5 y9
Business occupation (if any) ④	SECURITY CONSULTANT

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4	
Building name/number	4
Street	BIRBETTS ROAD
	MOTTINGHAM
Post town	LONDON
County/Region	
Postcode	S E 9 3 N G
Country	

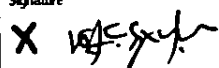
**⑤ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record.

**D3****Signature ⑥**

I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X  X</div>

**⑥ Signature**

The person named above consents to act as director of the proposed company

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## Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title*	MR.	
Full forename(s)	NWANNE	
Surname	OKOGWU	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>2</div> <div>/</div> <div>d</div> <div>0</div> <div>/</div> <div>m</div> <div>0</div> <div>/</div> <div>y</div> <div>1</div> <div>/</div> <div>y</div> <div>9</div> <div>/</div> <div>y</div> <div>5</div> <div>/</div> <div>y</div> <div>9</div> </div>	
Business occupation (if any) ④	SECURITY CONSULTANT	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

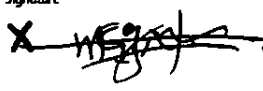
<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	4	
Street	BIRBETTS ROAD	
	MOTtingham	
Post town	LONDON	
County/Region		
Postcode	S E 9 3 N G	
Country		

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div>  </div> </div>	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.

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## Application to register a company

## Corporate director

<b>E1</b>	<b>Corporate director appointments</b> ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies</b> ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
<b>E5</b>	<b>Signature</b> ⑤	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> <span>X</span> <span>X</span> </div>	
	<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company	



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**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling  
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY SHARES	£1	0.00	100	£ 100
				£
				£
				£
<b>Totals</b>				£ 100

**F2****Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies  
 Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**F3****Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares **100**Total aggregate nominal value ③ **£100**

③ Total aggregate nominal value  
 Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**  
 Please use a Statement of Capital continuation page if necessary

④ Total number of issued shares in this class.

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## Application to register a company

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### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

ORDINARY SHARES

Prescribed particulars  
●

EACH ORDINARY SHARE HAS ONE VOTING RIGHT

EACH ORDINARY SHARE HAS RIGHT TO PARTICIPATE IN  
DIVIDEND DISTRIBUTION

EACH ORDINARY SHARE HAS RIGHT TO PARTICIPATE IN  
CAPITAL DISTRIBUTION ( INCLUDING ON WINDING UP)

THE SHARES ARE LIABLE TO BE REDEEMED AT THE OPTION  
OF THE COMPANY

#### ● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances,
- particulars of any rights, as respects dividends, to participate in a distribution,
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

Statement of Capital of the company to be registered

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of the company to be registered, the capital of the company is divided into shares of the value of £1 each, and the number of shares is 100,000.

ORDINARY SHARES

Class 1 shares

Preference shares

By the ordinary shares have one voting right

Each ordinary share has right to participate in  
dividend distribution

Each ordinary share has right to participate in  
control of the company, including the right to

the shares are liable to be redeemed at the option  
of the company

The capital of the company is divided into shares of the value of £1 each, and the number of shares is 100,000. The ordinary shares have one voting right, and each ordinary share has the right to participate in dividend distribution and control of the company, including the right to the shares are liable to be redeemed at the option of the company.

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name <b>NWANNE OKOGWU</b>	<b>ORDINARY</b>	<b>100</b>	<b>POUND ( £ )</b>	<b>£1</b>	<b>0.00</b>	<b>£1</b>
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**① Name**

Please use capital letters.

**② Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### ❶ Name

Please use capital letters.

### ❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

### ❸ Amount guaranteed

Any valid currency is permitted

### Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

**Part 5****Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

**H1****Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

Subscriber's signature

Signature

X 

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

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Subscriber's signature

Signature

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Subscriber's signature

Signature

X

X

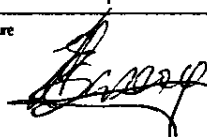
**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance



IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b>	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	BASSEY & CO ACCOUNTANTS	
Building name/number	102 REDMAN HOUSE	
Street	LANT STREET	
Post town	LONDON	
County/Region		
Postcode	S E 1 1 Q W	
Country	ENGLAND	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X 	X

BASED ON ACCOUNTS

102 FIDELITY HOUSE

LANCASTER

LONDON

SE 1 10 W

ENGLAND



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



### Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



### Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



### How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N R Belfast 1

### Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of ABSOLUTE GUARDS UK LIMITED

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.


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Name of each Subscriber

Authentication by each Subscriber

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NWANNE OKOGWU



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Dated 26<sup>th</sup> FEBRUARY 2010

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**Articles  
of Association**

**OF ABSOLUTE GUARDS UK LIMITED**

**PRELIMINARY**

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 2006 as amended by the Companies (Tables A to F) (Amendment) Regulations 2006 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

**SHARE CAPITAL**

- 2 The Directors of the Company may (subject of regulations 3 & 4(i) below and section 80 of the Act) allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper
- 3 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Act.
- 4(i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not comprise the original authorised share capital of the Company 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 to be 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 this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- (ii) In accordance with section 91(1) of the Act section 89 (1) and sections 90 (1) to (6) (inclusive) of the Act shall not apply to the Company.

**LIEN**

- 5 (i) The Company shall have a first and paramount lien on every share (whether or not it is fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation
- (ii) Regulation 8 of Table A shall not apply to the Company

**NOTICE OF GENERAL MEETINGS**

- 6 (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and

Attorney General  
Washington, D.C.

UNITED STATES OF AMERICA

1944

1. The United States of America, by and through its Attorney General, respectfully requests that the Court grant the following relief:

2. That the Court grant the following relief:

3. That the Court grant the following relief:

4. That the Court grant the following relief:

5. That the Court grant the following relief:

6. That the Court grant the following relief:

7. That the Court grant the following relief:

8. That the Court grant the following relief:

9. That the Court grant the following relief:

10. That the Court grant the following relief:

- (b) in the case of any other Meeting by a majority of the number of Members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right
- (ii) The notice shall specify the time and place of the meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subjected to the provisions of these Articles and to any restrictions imposed on any shares all notices of and any other communications relating to any General Meeting of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members, to all persons entitled to a share in consequences of the death or bankruptcy of a member and to the Directors and Auditors of the Company for the time being
- (v) Regulation 38 of Table A shall not apply to the Company

#### **PROCEEDING AT GENERAL MEETINGS**

- 7 (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. One person entitled to vote upon the business to be transacted each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the meeting such adjourned Meeting shall be dissolved
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company

#### **NUMBER OF DIRECTORS**

- 8 (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum and minimum, number of Directors shall be one. If and so long as the minimum number of Directors shall be one a sole Directors may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly
- (ii) Regulation 64 of Table A shall not apply to the Company.

#### **APPOINTMENT OF DIRECTORS**

- 9 The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act
- 10 No person shall be appointed a Director at any General Meetings unless –
  - (a) he is recommended by the Directors; or
  - (b) 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
- 11 Subject to regulation 10 above the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

- [illegible]



- 12 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 fixed by or in accordance with these Articles as the maximum number of Directors
- 13 The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company

Articles of Association

#### **DIRECTORS GRATUITIES AND PENSIONS**

- 14 (i) The powers of the Company set out in Clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company
- (ii) Regulation 87 of Table A shall not apply to the Company.
- 15.(i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out 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.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

#### **THE SEAL**

- 16 (i) In accordance with section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it 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, Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal
- (iii) The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors

#### **SECRETARY**

17. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act

#### **TRANSFER OF SHARES**

- 18 The Directors may in their absolute discretion decline to register the transfer of a share whether or not it be a fully paid share and no reason for the refusal to register the afore-mentioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

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**NAME AND ADDRESS OF SUBSCRIBERS**

**SIGNATURE**

MR NWANNE OKOGWU  
4 Birketts Road  
Motttingham  
London SE9 3NG



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Dated 26<sup>th</sup> February 2010

Witness to the above Signature

12 The Directors may appoint a person who is willing to act as a Director either full or part-time as a Director. The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director. The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director.

13 The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director. The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director.

14 The powers of the Company set out in Clause 35 of the Memorandum of Association may be exercised by the Directors of the Company.

15 Regulation 87 of Table A shall not apply to the Company.

16 The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director. The Directors may also appoint a person who is willing to act as a Director either full or part-time as a Director.

17 Regulations 88 to 93 (inclusive) of Table A shall not apply to the Company.

18 (a) In accordance with section 38A(5) of the Act the Company need not have a seal. If the Company has a seal, it shall be used in the following circumstances: (i) when the Company is issuing shares or debentures; (ii) when the Company is executing documents; (iii) when the Company is executing documents which are to be sent by post; (iv) when the Company is executing documents which are to be sent by air.

19 The seal of the Company shall be used in the following circumstances: (i) when the Company is issuing shares or debentures; (ii) when the Company is executing documents; (iii) when the Company is executing documents which are to be sent by post; (iv) when the Company is executing documents which are to be sent by air.

20 The seal of the Company shall be used in the following circumstances: (i) when the Company is issuing shares or debentures; (ii) when the Company is executing documents; (iii) when the Company is executing documents which are to be sent by post; (iv) when the Company is executing documents which are to be sent by air.

21 The seal of the Company shall be used in the following circumstances: (i) when the Company is issuing shares or debentures; (ii) when the Company is executing documents; (iii) when the Company is executing documents which are to be sent by post; (iv) when the Company is executing documents which are to be sent by air.

22 The seal of the Company shall be used in the following circumstances: (i) when the Company is issuing shares or debentures; (ii) when the Company is executing documents; (iii) when the Company is executing documents which are to be sent by post; (iv) when the Company is executing documents which are to be sent by air.

NAME AND ADDRESS OF SUBSCRIBERS

SIGNATURE

Witness to the above Documents