File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9833721**

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

MACNICA 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 and Wales

Given at Companies House, Cardiff, on **20th October 2015**

N09833721K

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

X4IER7YP

Received for filing in Electronic Format on the: **20/10/2015**

Company Name in full:	**MACNICA UK LIMITED**
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**7 FENBRIDGE** **GREAT CAMBOURNE** **CAMBRIDGE** **ENGLAND** **ENGLAND** **CB23 5AD**

I wish to adopt entirely bespoke articles

Company Director *1*

Type: **Person**

Full forename(s): MR RICHARD DAVID

Surname: WHITE

Former names:

Service Address: SUITE 118, MK BUSINESS CENTRE FOXHUNTER DRIVE
LINFORD WOOD
MILTON KEYNES
UNITED KINGDOM
MK14 6GD

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/12/1969 *Nationality:* BRITISH

Occupation: COMPANY DIRECTOR - TECHNOLOGY

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**
Full forename(s): **MR JUERGEN-KLAUS**

Surname: **POESCHL**

Former names:

Service Address: **7 FENBRIDGE**
GREAT CAMBOURNE
CAMBRIDGE
UNITED KINGDOM
CB23 5AD

Country/State Usually Resident: **GERMANY**

Date of Birth: ****/11/1965** *Nationality:* **GERMAN**
Occupation: **MANAGING DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**
Full forename(s): **MR SHIRO**

Surname: **WATANABE**

Former names:

Service Address: **7 FENBRIDGE**
GREAT CAMBOURNE
CAMBRIDGE
ENGLAND
ENGLAND
CB23 5AD

Country/State Usually Resident: **JAPAN**

Date of Birth: ****/06/1956** *Nationality:* **JAPANESE**
Occupation: **EXECUTIVE OFFICER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type: **Person**
Full forename(s): **MR ANDREW ROBERT**

Surname: **BENNETT**

Former names:

Service Address: **SUITE 118, MK BUSINESS CENTRE FOXHUNTER DRIVE**
LINFORD WOOD
MILTON KEYNES
ENGLAND
ENGLAND
MK14 6GD

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1969** *Nationality:* **BRITISH**
Occupation: **COMPANY DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

Class of shares	**A ORDINARY**	*Number allotted*	**75**
		Aggregate nominal value	**7500**
Currency	**GBP**	*Amount paid per share*	**100**
		Amount unpaid per share	**0**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**75**
		Total aggregate nominal value	**7500**

Initial Shareholdings

Name:	**MACNICA GMBH**		
Address:	**AM PULVERL 5 INGLOSTADT GERMANY 85051**	*Class of share:*	**A ORDINARY**
		Number of shares:	**75**
		Currency:	**GBP**
		Nominal value of each share:	**100**
		Amount unpaid:	**0**
		Amount paid:	**100**

Statement of Compliance

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

Name: **MACNICA GMBH**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated:* **Yes**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF

MACNICA 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.

Name of each subscriber	Authentication by each subscriber
Macnica GmbH	

Dated: 20 October 2015

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MACNICA UK LIMITED

PricewaterhouseCoopers Legal LLP

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MACNICA UK LIMITED

(the "**Company**")

1 **PRELIMINARY**

1.1 The articles contained in the model articles for private companies limited by shares as set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended by any subsequent or future articles (the "**Model Articles**") shall apply to the Company so far as they relate to private companies limited by shares but save in so far as they are excluded or varied hereby and such articles (save as so excluded or varied) and the articles hereinafter contained shall be the articles of association of the Company.

1.2 In these articles, unless the context otherwise requires:

"**A Ordinary Shareholder**"	each of the holders of the A Ordinary Shares from time to time;
"**A Ordinary Shares**"	the A ordinary shares of £100 each in the capital of the Company;
"**B Ordinary Shareholder**"	each of the holders of the B Ordinary Shares from time to time
"**B Ordinary Shares**"	the B ordinary shares of £100 each in the capital of the Company;
"**the Act**"	means the Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force;

"**these articles**"	means these articles of association as originally adopted or as altered from time to time by special resolution;
"**Associated Company**"	has the meaning given to that term in section 256 of the Act;
"**conflict of interest**"	any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties;
"**electronic means**"	has the meaning given to that term in section 1168 of the Act;
"**PLC Model Articles**"	means Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended by any subsequent or future articles;
"**Share**"	any A Ordinary Share and/or B Ordinary Share (and "**Shares**" shall be interpreted accordingly);
"**Shareholder**"	together, the A Ordinary Shareholders and the B Ordinary Shareholders;
"**the seal**"	means the common seal of the Company and includes any official seal kept by the Company by virtue of sections 49 or 50 of the Act; and
"**the secretary**"	means the secretary of the Company and includes any assistant or deputy secretary and a person appointed by the directors to perform any of the duties of the secretary.

1.3 In these articles:

1.3.1 where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose;

1.3.2 the headings in these articles do not affect the interpretation of these articles; and

1.3.3 words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations.

1.4 In these articles:

1.4.1 powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;

1.4.2 the word 'directors' in the context of the exercise of any power contained in these articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional directors of the Company to which or, as the case may be, to whom the power in question has been delegated;

1.4.3 no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and

1.4.4 except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by another body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power.

2 LIABILITY OF MEMBERS

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

3 SHARES

The share capital of the Company at the date of adoption of these articles comprises A Ordinary Shares and B Ordinary Shares.

4 ALLOTMENT OF SHARES

4.1 In accordance with section 551 of the Act the directors are generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to £5,000 at any time or times during the period of five years from the date of adoption of these articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period. The authority hereby given may at any time (subject to section 551 of the Act) be renewed, revoked or varied by ordinary resolution of the Company.

4.2 In accordance with section 570 of the Act, the directors are generally empowered to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authority conferred by article 4.1 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to £5,000 at any time or times during the period of five years from the date of adoption of these articles (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

5 VOTING AND DIVIDEND RIGHTS

5.1 On a vote:

5.1.1 on a show of hands, every A Ordinary Shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote and every proxy duly appointed by one A Ordinary Shareholder (or, where more than one proxy has been duly appointed by the same member, all the proxies appointed by that member taken together) shall have one vote, save where the same person is appointed proxy for more than one A Ordinary Shareholder he shall on a show of hands have as many votes as the number of A Ordinary Shareholders for whom he is proxy in addition to his own vote (if any) as an A Ordinary Shareholder;

5.1.2 on a poll or a written resolution, every Shareholder shall have one vote for each A Ordinary Share of which he is the holder; and

5.1.3 the B Ordinary Shares shall not carry voting rights in respect of a show of hands, a poll or a written resolution.

5.2 The A Ordinary Shares and the B Ordinary Shares shall rank pari passu as regards entitlement to dividends so that any profits that the directors resolve to distribute shall be distributed to the A Ordinary Shareholders and the B Ordinary Shareholders in respect of their holdings of such shares pari passu and pro rata to the number of such Shares held by them.

6 GENERAL MEETINGS

6.1 Every notice convening a general meeting shall comply with the provisions of the Act as to giving information to members in regard to their right to appoint proxies.

6.2 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 6.4 below.

6.3 Any decision taken by a sole member pursuant to article 6.2 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

6.4 Resolutions under section 168 of the Act for the removal of a director before the expiration of his period of office and under section 510 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered and passed by the Company in general meeting.

6.5 An instrument of proxy is deemed (unless the contrary is stated in it) to confer authority to demand or join in demanding a poll and to speak at the meeting and to vote (whether on a show of hands or on a poll) on any resolution or amendment of a resolution put to, or other business which may properly come before, the meeting or meetings for which it is given, as the proxy thinks fit.

6.6 Where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy in addition to his own vote (if any) as a member.

6.7 Subject to section 327 of the Act, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in the notice of meeting up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting. A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting. Article 44(2) of the Model Articles shall not apply to these articles.

6.8 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

7 DIRECTORS

7.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions expressed to be vested in the directors generally by the Model Articles and by these articles in accordance with article 7(2) of the Model Articles, and article 11 in the Model Articles shall be modified accordingly.

7.2 No person shall be appointed a director at any general meeting unless either:

7.2.1 he is recommended by the directors; or

7.2.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed 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 signed by that person of his willingness to be appointed.

7.3 Subject to article 7.2, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7.4 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 in accordance with article 6.1 above as the maximum number of directors and for the time being in force.

7.5 Notwithstanding any other provision of these articles, a majority in number of the members having a right to attend and vote at a general meeting may, by memorandum in writing signed by or on behalf of them and delivered to the Company's registered office or tendered at a meeting of the directors or at a general meeting of the Company, at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how such director was appointed).

7.6 In any case where, as a result of death or bankruptcy, the Company has no Shareholders and no directors, the transmittee(s) of the last Shareholder to have died or to have a bankruptcy order made against him (as the case may be) has the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

8 **ALTERNATE DIRECTORS**

The provisions contained in Articles 25 to 27 inclusive of the PLC Model Articles shall apply to the Company save that the words "except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting" be deleted from Article 27.

9 **DIRECTORS' POWERS**

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10 **DIRECTORS' INTERESTS**

10.1 Subject to article 10.2 a director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum participating at the meeting.

10.2 Each director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the Company under sections 177 and 182 of the Act. A director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the Company under this article 10.2 where the interest or potential interest has arisen by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the Act).

10.3 Article 14 in the Model Articles shall not apply to the Company.

10.4 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise:

10.4.1 any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest;

10.4.2 a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of article 10.4.1 of this article 10 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;

provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

10.5 For the purposes of this article 10 an interest includes both direct and indirect interests.

10.6 A director shall not be regarded as in breach of the duty set out in section 175 of the Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the Act).

10.7 Where a matter, or office, employment or position, has been authorised by the directors subject to terms and conditions under article 9.4, the director must act in accordance with those terms and conditions.

10.8 If a matter, or office, employment or position, has been authorised by the directors in accordance with this article 10 then:

10.8.1 the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position;

10.8.2 the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and

10.8.3 the director may make such arrangements as such director thinks fit for board and committee papers of the Company to be received and read by a professional adviser on behalf of that director.

10.9 The general duties which a director owes to the Company pursuant to sections 171 to 177 of the Act will not be infringed by anything done (or omitted to be done) by a director in accordance with the provisions of this article or any terms or conditions imposed pursuant to article 10.4.

10.10 A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 9 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the Act, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

11 PROCEEDINGS OF DIRECTORS

11.1 A decision of the directors may be taken when all eligible directors take a decision together in the form of a directors' written resolution. A resolution in writing of the directors is effective, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.

11.2 References in article 11.1 to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

11.3 A director or his alternate may participate in a meeting of the board or a committee of the board through the medium of conference telephone or similar form of communication equipment, including electronic means if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote at the meeting subject to article 10.

11.4 A meeting at which one or more of the directors attends in the manner referred to in article 11.3 is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

11.5 Articles 8 and 10 of the Model Articles shall not apply.

12 THE SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

13 THE SEAL

13.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 (i) the secretary, (ii) a second director or (iii) a witness in whose presence a director signs and attests the signature. The obligation under article 24 of the Model Articles relating to the sealing of share certificates shall apply only if the Company has a seal. Article 49 of the Model Articles shall not apply to the Company.

13.2 The Company may exercise the powers conferred by section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

14 NOTICES

14.1 Any documents or information to be sent or supplied to the Company pursuant to the Act, these articles or otherwise, must be sent or supplied in accordance with the provisions of sections 1143 to 1148 and Schedule 4 of the Act.

14.2 Any documents or information to be sent or supplied by the Company pursuant to the Act, these articles or otherwise, must be sent or supplied in accordance with the provisions of sections 1143 to 1148 and Schedule 5 of the Act.

14.3 Article 48 of the Model Articles shall be modified accordingly.

15 INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS

15.1 For the purposes of this article a "liability" is any loss or liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office in relation to the Company.

15.2 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him:

15.2.1 to the Company or to any Associated Company; or

15.2.2 to pay a fine imposed in criminal proceedings; or

15.2.3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);
or

15.2.4 in defending any criminal proceedings in which he is convicted; or

15.2.5 in defending any civil proceedings brought by the Company, or an Associated Company, in which judgment is given against him; or

15.2.6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:

(a) section 661(3) or (4) of the Act (acquisition of shares by nominee); or

(b) section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct).

15.3 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or officer of the Company acting as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in connection the Company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him:

15.3.1 to pay a fine imposed in criminal proceedings; or

15.3.2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or

15.3.3 in defending criminal proceedings in which he is convicted.

15.4 Without prejudice to article 15.2 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director or other officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 661(3) or (4) of the Act (acquisition of shares by nominee) or section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure, so long as if it is done under the terms as provided under section 205 of the Act.

15.5 Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply the directors shall have power to purchase and maintain for any director or other officer of the Company, or of an Associated Company, insurance against any liability as is mentioned in this article 15.

15.6 This article 15 shall only have effect in so far as its provisions are not avoided by section 232 of the Act.

15.7 Articles 52 and 53 in the Model Articles shall not apply to the Company.

16 CHANGE OF NAME

Subject to the provisions of article 11 the name of the Company may be changed by the passing of a resolution of the directors.