



FILE COPY

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

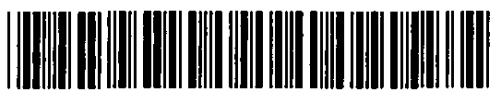
Company Number **10529695**

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

BIG DATA DOLPHINS LTD

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 on **16th December 2016**



N10529695O



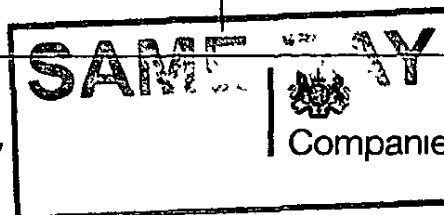
Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

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 IN1.
You cannot use this form if any individual
with significant control is
or has applied for protection
having their details disclosed to the
public register. Contact the
companieshouse.gov.uk for the
separate form.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse



A12

16/12/2016

#49

COMPANIES HOUSE

Part 1 Company details

A1

Company name

Check if a company name is available by using our name availability search

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full •

BIG DATA DOLPHINS LTD

For official use

110529695

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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 on this is available in
our guidance at
www.gov.uk/companieshouse

A2

Company name restrictions •

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 our
guidance at
www.gov.uk/companieshouse

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' •

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 or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

IN01

Application to register a company

A4

Company type¹

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

¹ Company type

If you are unsure of your company's type, please go to our website www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ²

Classification code 1	6	2	0	1	2
Classification code 2	6	3	1	1	0
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below.

Principal activity description

² Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www.gov.uk/companieshouse

A6

Situation of registered office ³

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

³ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

IN01

Application to register a company

A7

Registered office address ①

Please give the registered office address of your company.

Building name/number

LYSANDER HOUSE

Street

CATBRAIN LANE

CRIBBS CAUSEWAY

Post town

BRISTOL

County/Region

Postcode

BS10 7TF

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A8

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

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.

- ☒ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

② For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.gov.uk/companieshouse

IN01

Application to register a company

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-C4.

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

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ①

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

① 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.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address 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.
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		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only	
	→ No Complete Section C4 only	
C3	EEA companies 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 ②		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
C4	Non-EEA companies	
	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		④ Non-EEA 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.
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

IN01

Application to register a company

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-E4.

Title*	MRS
Full forename(s)	ELIZABETH
Surname	BILNEY
Former name(s) ^②	MURPHY
Country/State of residence ^③	WALES
Nationality	ENGLISH
Month/year of birth ^④	XX 10 1976
Business occupation (if any) ^⑤	DIRECTOR

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ 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 ^⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	LYSANDER HOUSE
Street	CATBRAIN LANE
	CRIBBS CAUSEWAY
Post town	BRISTOL
County/Region	
Postcode	BS10 7TQ
Country	ENGLAND

⑥ 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.

IN01

Application to register a company

Director

D1

Director appointments [ⓐ]

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title*	MRS
Full forename(s)	ALISON
Surname	MARSHALL
Former name(s) [ⓑ]	ROPER
Country/State of residence [Ⓒ]	WALES
Nationality	ENGLISH
Month/year of birth [Ⓓ]	X X 08 1978
Business occupation (if any) [Ⓔ]	DIRECTOR

ⓐ 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.

ⓑ Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

Ⓒ Country/State of residence

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

Ⓓ Month and year of birth

Please provide month and year only.

Ⓔ 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 [ⓐ]

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	LYSANDER HOUSE
Street	CATBRAIN LANE
	CRIBBS CAUSEWAY
Post town	BRISTOL
County/Region	
Postcode	B510 7TQ
Country	ENGLAND

ⓐ 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.

IN01

Application to register a company

Corporate director

E1

Corporate director appointments 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

Country

① Additional appointments

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

Registered or principal address

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

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3

EEA companies 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

① EEA

A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

① This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

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

If applicable, the registration number

① Non-EEA

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

IN01

Application to register a company

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**Statement of capital**

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) including both the nominal value and any share premium
---	---	------------------	---	--

Currency table A

STERLING	ORDINARY	100	100	
Totals		100	100	0

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	100	100	0

① Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

IN01

Application to register a company

F2

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 Section F1

Class of share

ORDINARY

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Prescribed particulars of rights attached to shares

The particulars are

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

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

IN01

Application to register a company

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

IN01

Application to register a company

F3

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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name DEEP DD LIMITED	ORDINARY	91	GBP	£1	0	91
Address LYSANDER HOUSE CATBRAIN LANE CRIBBS CAUSEWAY BRISTOL BS10 7TQ						
Name STEVEN PERKINS	ORDINARY	3	GBP	£1	0	3
Address LYSANDER HOUSE CATBRAIN LANE CRIBBS CAUSEWAY BRISTOL BS10 7TQ						
Name DAVID TAYLOR	ORDINARY	3	GBP	£1	0	3
Address LYSANDER HOUSE CATBRAIN LANE CRIBBS CAUSEWAY BRISTOL BS10 7TQ						
Name AYSHEA KHADIM	ORDINARY	3	GBP	£1	0	3
Address LYSANDER HOUSE CATBRAIN LANE CRIBBS CAUSEWAY BRISTOL BS10 7TQ						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 People with significant control (PSC).

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

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

IN01

Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

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.

❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to Part 6 Election to keep information on the public register

H1

Statement of initial significant control¹

☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

1 Statement of Initial significant control
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3	Individual's details Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	1 Country/State of residence This is in respect of the usual residential address as stated in section H6 2 Month and year of birth Please provide month and year only
Title*	MR	
Full forename(s)	ARRON	
Surname	BANILS	
Country/State of residence ¹	ENGLAND	
Nationality	ENGLISH	
Month/year of birth ²	X X 03 1966	
H4	Individual's service address¹ Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	1 Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address. If you provide the individual's residential address here it will appear on the public record.
Building name/number	LYSANDER HOUSE	
Street	CATBRAIN LANE	
	CRIBBS CAUSEWAY	
Post town	BRISTOL	
County/Region		
Postcode	BS10 7TQ	
Country	ENGLAND	

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☒ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

IN01

Application to register a company

Individual PSC

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	
Title*		① Country/State of residence This is in respect of the usual residential address as stated in section H6 ② Month and year of birth Please provide month and year only
Full forename(s)		
Surname		
Country/State of residence ^①		
Nationality		
Month/year of birth ^②	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H4	Individual's service address^①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	
Building name/number		① Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address. If you provide the individual's residential address here it will appear on the public record.
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		

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

① Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

11	RLE details ^①	
Corporate or firm name		① Registered or principal office address This is the address that will appear on the public record
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		
12	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register	
Legal form		① Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register
Governing law		
If applicable, register in which RLE is entered ^①		
Country/State ^①		
Registration number ^①		

IN01

Application to register a company

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

15

Nature of control by a trust over which the RLE has significant control ¹

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record

^④ Eligible person

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ^①

Please tick the box to confirm

☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

^① Only tick this if you have completed details of one or more individual PSCs in sections H3 H9

Part 9 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 N1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section N2 (Statement of compliance delivered by an agent)

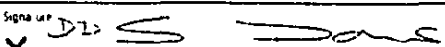
N1 Statement of compliance delivered by the subscribers ^②

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

^② Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

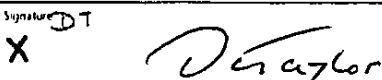
Subscriber's signature

Signature ^{DD} 
X For and on behalf of GOLD DIRECTORS LIMITED (BB DIRECTOR OF DEEP DD LIMITED) X

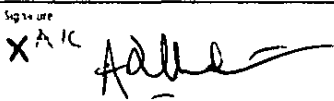
Subscriber's signature

Signature ^{SP} 
X X

Subscriber's signature

Signature ^{DT} 
X X

Subscriber's signature

Signature ^{AK} 
X X

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

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

IN01

Application to register a company



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 **DAWN WILLIAMS**

Company name **ELDON INSURANCE**

SERVICES LIMITED

Address **CLYSANDER HOUSE**

CATBRAIN LANE

CRIBBS CAUSEWAY

Post town **BRISTOL**

County/Region

Postcode **BS10 7TR**

Country

DX

Telephone **0117 363 3302**



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 A7)
- ☐ At the agents address (Given in Section N2)



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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.gov.uk/companieshouse



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 NR Belfast 1

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of Big Data Dolphins Ltd

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

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
DEEP DD LIMITED	* S Dams For and on behalf of GOLD DIRECTORS LIMITED (AS DIRECTOR OF DEEP DD LIMITED)
STEVEN PERKINS	S. Perkins
DAVID TAYLOR	D Taylor
AYSHEA KHADIM	Akhadim

Dated

14th December 2016

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

BIG DATA DOLPHINS LTD

Company Number [INSERT]

INDEX

Article		Page
1	INTERPRETATION	3
2	ADOPTION OF THE MODEL ARTICLES	5
3	DIRECTORS' MEETINGS	5
4	UNANIMOUS DECISIONS OF DIRECTORS	5
5	CALLING A DIRECTORS' MEETING	5
6	QUORUM FOR DIRECTORS' MEETINGS	5
7	DIRECTORS' INTERESTS	6
8	NUMBER OF DIRECTORS	6
9	RECORDS OF DECISIONS TO BE KEPT	6
10	COMMITTEES	6
11	APPOINTMENT OF ALTERNATE DIRECTORS	6
12	RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS	6
13	TERMINATION OF ALTERNATE DIRECTORSHIP	7
14	ISSUE OF SHARES	7
15	RESTRICTIONS ON TRANSFERS OF SHARES	8
16	INFORMATION REQUEST	8
17	TRANSFERS SUBJECT TO PRE-EMPTION	9
18	COMPULSORY TRANSFERS	11
19	TAG ALONG	12
20	DRAG ALONG	12
21	DETERMINING MARKET VALUE	13
22	CORPORATE SHAREHOLDERS	14
23	QUORUM FOR GENERAL MEETINGS	14
24	VOTING	14
25	POLL VOTES	15
26	MEANS OF COMMUNICATION TO BE USED	15
27	WINDING UP	15
28	INDEMNITY AND INSURANCE	15

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BIG DATA DOLPHINS LTD

1 INTERPRETATION

1.1 In these Articles, the following words have the following meanings

Act	the Companies Act 2006,
Acting in Concert	has the meaning given in the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers (as amended from time to time),
Articles	the Company's articles of association for the time being in force,
Board:	the board of directors of the Company as constituted from time to time,
Business Day	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,
Expert:	has the meaning given in Article 21.3
Good Leaver:	<p>a person who ceases to be an employee where such cessation occurs for any of the following reasons</p> <p>(i) that person's death,</p> <p>(ii) illness or disablement of that person which, in the sole opinion of (and confirmed in writing by) a registered medical practitioner or the Board, gives rise to permanent incapacity to continue in employment,</p> <p>(iii) that person's retirement at the Company's normal retirement age, or</p>

(iv) the termination of that person's employment in circumstances that are determined by an employment tribunal or court to be or amount to wrongful dismissal or unfair dismissal (other than where such dismissal is found to be unfair solely as a result of procedural or administrative irregularity), or

notwithstanding the other reasons for or circumstances of such cessation of employment, the Board confirms that he/she is to be treated as a "Good Leaver"

Individual Shareholder: a natural person that is a Shareholder

Market Value: has the meaning given in Article 21 1

Model Articles the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles,

Sale: means the bona fide acquisition, whether through a single transaction or a series of transactions, by a person or any such persons Acting in Concert with each other, or of any interest in or rights attaching to any Shares, as a result of which such person or persons acquire(s) 50% or more of the entire issued share capital of the Company,

Shareholder means a holder of ordinary shares of £1 each in the Company,

Shares: the Ordinary Shares in issue from time to time

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 6 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders

2 ADOPTION OF THE MODEL ARTICLES

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles
- 2 2 Model Articles 7, 8, 9(1) (2) and (3), 11,13 to 14, 27 to 29, 36 and 52 to 53 shall not apply to the Company

Directors

3 DIRECTORS' MEETINGS

- 3 1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 4
- 3 2 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit
- 3 3 The directors may hold meetings by telephone or video conference or such other suitable means as they think fit provided all participants may communicate with each other simultaneously
- 3 4 All decisions made at any meeting of the directors shall be decided by a majority of votes and the chairman shall have a casting vote

4 UNANIMOUS DECISIONS OF DIRECTORS

A resolution in writing signed by all the directors entitled to receive notice of, and vote at, a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. The date of a written resolution of the directors shall be the date on which the last director signs it

5 CALLING A DIRECTORS' MEETING

- 5 1 Any director may call a meeting of the directors by giving not less than seven Business Days' notice of the meeting to each director or by authorising the Company secretary (if any) to give such notice
- 5 2 Notice of any directors' meeting must be accompanied by
 - 5 2 1 an agenda specifying in reasonable detail the matters to be raised at the meeting, and
 - 5 2 2 copies of any papers to be discussed at the meeting
- 5 3 Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all of the directors present unanimously agree

6 QUORUM FOR DIRECTORS' MEETINGS

- 6 1 The quorum at any meeting of the directors (including adjourned meetings) shall be two directors or such higher number as determined by the directors

- 6 2 No business shall be conducted at any meeting of the directors unless a quorum is present at the beginning of the meeting and also when that business is voted on. If a quorum is not present within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for five Business Days at the same time and place.

7 DIRECTORS' INTERESTS

- 7 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director may be counted as participating in the decision-making process for quorum, voting or agreement purposes.
- 7 2 Each director shall comply with the obligations to disclose his interest in contracts under the Act.
- 7 3 The directors have authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Act, and all directors must declare all actual or potential conflicts that they may or do have.

8 NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be more than 4.

9 RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

10 COMMITTEES

The directors may delegate any of their powers to any committee consisting of such member or members as they think fit. Any such delegation may be made subject to any rules or conditions that the directors may impose which will prevail over any rules derived from the Articles if they are not consistent with them.

11 APPOINTMENT OF ALTERNATE DIRECTORS

- 11 1 Any director (**appointor**) may appoint as an alternate any person to
- 11 1 1 exercise that director's powers, and
 - 11 1 2 carry out that director's responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.
- 11 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.
- 11 3 The notice must
- 11 3 1 identify the proposed alternate, and
 - 11 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

12 RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS

- 12 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

- 12 2 Except as the Articles specify otherwise, alternate directors
- 12 2 1 are deemed for all purposes to be directors,
 - 12 2 2 are liable for their own acts and omissions,
 - 12 2 3 are subject to the same restrictions as their appointors, and
 - 12 2 4 are not deemed to be agents of or for their appointors
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 12 3 A person who is an alternate director but not a director
- 12 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),
 - 12 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and
 - 12 3 3 shall not be counted as more than one director for the purposes of article 12 3
- 12 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), and shall count as more than one director for the purposes of determining whether a quorum is present
- 12 5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

13 TERMINATION OF ALTERNATE DIRECTORSHIP

An alternate director's appointment as an alternate terminates

- 13 1 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- 13 1 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- 13 1 3 on the death of the alternate's appointor, or
- 13 1 4 when the alternate's appointor's appointment as a director terminates

Shares

14 ISSUE OF SHARES

- 14 1 Subject to remaining provisions of this article 14, the directors are generally and unconditionally authorised, for the purpose of section 550 of the Act, to exercise any power of the Company to
- 14 1 1 offer or allot,
 - 14 1 2 grant rights to subscribe for or to convert any security into, or
 - 14 1 3 otherwise deal in, or dispose of,
- any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper

- 14 2 If the Company wishes to issue further shares, the Company shall first offer them to the Shareholders in the proportion as near as may be to the number of the existing shares in the same class held by them respectively. Such offer shall state the number of shares to be issued and the price of the shares.
- 14 3 Each Shareholder may accept the offer by giving notice to the Company, at any time within fifteen Business Days following the Company's notice, accompanied by a banker's draft made payable to the Company in respect of full payment for the shares to be subscribed for.
- 14 4 Any shares referred to in the Company's offer, for which the Shareholders do not subscribe, may be issued by the Company as it thinks fit, provided that any such issue is completed within twenty five Business Days after the Company's notice of the offer.

15 RESTRICTIONS ON TRANSFERS OF SHARES

- 15 1 No Shareholder shall be permitted for a period of two years from the date of adoption of these Articles to transfer or otherwise dispose of, the whole or any part of or any interest in or grant any option over any share save in accordance with Article 15 2.
- 15 2 No Shareholder shall be entitled to transfer any Share unless the transfer is made pursuant to
- 15 2 1 Article 17 (Transfers subject to pre-emption),
 - 15 2 2 Article 18 (Compulsory transfers),
 - 15 2 3 Article 19 (Tag along), or
 - 15 2 4 Article 20 (Drag along)
- 15 3 The directors may refuse to register any transfer of a Share other than a transfer in accordance with these articles.

16 INFORMATION REQUEST

- 16 1 To enable the Board to determine whether the articles relating to the transfer of Shares have been complied with, the Board may require
- 16 1 1 any Shareholder, or
 - 16 1 2 the legal personal representatives of any deceased Shareholder, or
 - 16 1 3 any person entitled to any Shares in consequence of the bankruptcy or insolvency of a Shareholder, or
 - 16 1 4 any person named as transferee in any transfer lodged for registration, or
 - 16 1 5 any other person whom the directors reasonably believe to have relevant information,
- to provide the Company with any information that they may require for this purpose.
- 16 2 If the information requested under article 16 1 is not provided in writing, within such period as the directors may reasonably allow, to enable the directors to determine to their reasonable satisfaction that no breach of these Articles has occurred, or if as a result of the information provided the directors are reasonably satisfied that a breach has occurred, the directors may

immediately notify the holder of the Shares in question in writing of that fact and a Transfer Notice shall be deemed to have been given in respect of the Shares at a time determined by the directors

17 TRANSFERS SUBJECT TO PRE-EMPTION

Service of Transfer Notice

17 1 Any Shareholder wishing to transfer any of his Shares (a "**Selling Shareholder**") must first give a notice in writing (a "**Transfer Notice**") to the Company, specifying

17 1 1 the number and class of Shares that he wishes to transfer (the "**Sale Shares**"),

17 1 2 the proposed price for each Sale Share,

17 1 3 the name of the third party (if any) to whom he proposes to transfer the Sale Shares, and

17 1 4 whether the notice is conditional upon all, or a specified number of, the Sale Shares being sold to other Shareholders or the Company (the "**Minimum Transfer Condition**"),

but this shall not apply to a transfer pursuant to any of articles 19 (Tag along) or 20 (Drag along) unless or to the extent described in any of those articles

17 2 A Transfer Notice appoints the Company the agent of the Selling Shareholder for the sale of the Sale Shares at the Market Value, subject if applicable to the Minimum Transfer Condition

Offer of Shares

17 3 As soon as practicable and in any event within 15 Business Days following the determination of the Market Value pursuant to article 21, and after expiry of any right of the Selling Shareholder to revoke his Transfer Notice under article 17 9, if applicable, the Company shall give notice in writing to all the Shareholders (other than the Selling Shareholder) offering the Sale Shares for sale at the Market Value on a pro-rata basis according to the number of Shares they each hold

17 4 The offer to each Shareholder made pursuant to article 17 3 shall

17 4 1 state the number and class of Shares offered and the Market Value per Sale Share,

17 4 2 invite the Shareholder to state in writing within 10 Business Days of the date of the offer whether he is willing to purchase any, and if so what maximum number, of the Sale Shares, and

17 4 3 state the Minimum Transfer Condition, if any

17 5 Completion of sale

17 6 If the Company, after making the offers under articles 17 3 and 17 4, finds, within the period limited for acceptance, a Shareholder or Shareholders willing to purchase any Sale Shares, it shall, provided any Minimum Transfer Condition has been satisfied or waived, give notice to all those Shareholders and the Selling Shareholder of its allocation of Sale Shares (an "**Allocation Notice**") The Allocation Notice shall be in writing and shall specify the name and address of

each purchasing holder of Shares, the number of Sale Shares to be purchased by each of them and the place and time (being, in the case of the sale to purchasing holders of Shares, not earlier than five Business Days and not later than 20 Business Days after the date of the Allocation Notice) at which the sale of those Sale Shares to purchasing Shareholders shall be completed (the "**Completion Date**")

- 17 7 The Selling Shareholder shall be bound, upon the payment of the Market Value, to deliver the relevant certificate(s) for his shares and transfer the Sale Shares as specified in the Allocation Notice on the Completion Date

Selling Shareholder's right to sell Sale Shares to third party

- 17 8 In the event that any Sale Shares are not sold in accordance with the preceding provisions of this article 17 (either through the Company not finding purchasers for Sale Shares following the offers under articles 17 3 and 17 4, or through the Minimum Transfer Condition not being satisfied or waived, or, through no default of the Selling Shareholder, the purchase of any of the Sale Shares not being completed in accordance with the Allocation Notice), the Selling Shareholder may, within 40 Business Days after receiving written notice from the Company of that event, transfer the unsold Sale Shares, at a price at least equal to the Market Value, to any person, whose identity the Board have approved (such approval not to be unreasonably withheld or delayed)

Revocation of Transfer Notice

- 17 9 In the event that the Market Value specified in any Expert's certificate obtained in accordance with article 21 is less than 90 per cent of the proposed price specified by the Selling Shareholder in his Transfer Notice pursuant to article 17 1, the Selling Shareholder shall, subject to article 17 10, have the right, by notice in writing to the Company given within five Business Days after the copy of the Expert's certificate is sent to him in accordance with article 21 5, to revoke his Transfer Notice. A Selling Shareholder may revoke his Transfer Notice at any other time with the written consent of the Board who may impose such conditions on any such consent as they see fit, including a condition that the Selling Shareholder bear all the related costs. The revocation of a Transfer Notice by the Selling Shareholder pursuant to this article will not entitle such Selling Shareholder to otherwise transfer or sell those unsold Sale Shares
- 17 10 If the Selling Shareholder within 12 months of revoking a Transfer Notice pursuant to article 17 9 serves a further Transfer Notice, the right of revocation contained in that article shall not apply in respect of such further Transfer Notice

Failure by Selling Shareholder to transfer Sale Shares

- 17 11 If the Selling Shareholder fails to transfer any of the Sale Shares in accordance with article 17 7
- 17 11 1 one of the directors, nominated by a resolution of the Board for the purpose, shall be deemed to be duly appointed as the agent of the Selling Shareholder, with full power to execute, complete and deliver, in the name and on behalf of the Selling Shareholder, all documents necessary to transfer the relevant Shares to the purchasing holder of Shares and/or the Company (as the case may be),
- 17 11 2 the appointment referred to in article 17 11 1 is irrevocable and is given to secure the performance of the obligations of the Selling Shareholder under these Articles,

17 11 3 the Board may receive and give a good discharge for the purchase money on behalf of the Selling Shareholder and (subject to the transfer being duly stamped, or as appropriate certified) enter the name of the purchasing Shareholder in the register of members as the holder by transfer of the Shares so purchased by him and/or treat those Shares as cancelled in accordance with section 706 of the Act (as the case may be),

17 11 4 the purchasing holder of Shares shall then become indefeasibly entitled to those Shares on such a purchase and, on a purchase by the Company, those Shares shall not be available for reissue, and

17 11 5 the directors shall then pay the purchase money into a separate bank account in the name of the Company until the Selling Shareholder sends his certificate for the relevant Shares (or an indemnity, in a form reasonably satisfactory to the directors, in respect of any lost certificate) to the Company at which point he shall be paid the purchase money without interest and less any sums owed to the Company by him

18 COMPULSORY TRANSFERS

Deemed Transfer Notice in respect of Shares

18 1 Whenever a Shareholder is deemed to have given a Transfer pursuant to article 18 2 the provisions of article 17 apply, with appropriate modifications, including

18 1 1 the deemed Transfer Notice concerns all the Shares held by that Shareholder, or in which that Shareholder is interested,

18 1 2 there is no Minimum Transfer Condition,

18 1 3 the right of revocation in article 17 9 does not apply,

18 1 4 the price payable for the shares is their nominal value,

18 1 5 if that Shareholder subsequently acquires further Shares, or an interest in them, then he is deemed to have given another Transfer Notice in respect of those further Shares, on the terms of this article 18 1, on the date of that acquisition

18 2 Any Individual Shareholder is deemed to have given a Transfer Notice in respect of all of the Shares held by him/her if

18 2 1 he/she ceases to be an employee of either Eldon Insurance Services Limited, Rock Services Limited or Southern Rock Insurance Company Limited and is not a Good Leaver within the period of 2 years following the adoption of these Articles, or

18 2 2 is declared bankrupt

18 3 As from the date on which a deemed Transfer Notice is deemed to have been given and until completion of the sale of the relevant Shares, the holder of the Shares in respect of which the Transfer Notice is deemed given, or any further Shares issued in right of such Shares, shall not be entitled to

18 3 1 receive notice of, attend or speak at, any general meeting of the Company or of a separate meeting of any class of those Shares, or

18 3 2 exercise any voting or other rights attaching to such Shares

19 TAG ALONG

- 19 1 If the effect of any proposed transfer of Shares would be a Sale, the intending transferor of such Shares may not complete that transfer unless it has first procured the proposed acquirer under the Sale to make an offer (the "**Tag Offer**") to buy from all the other Shareholders all the Shares held by them, together with all their interests in such Shares, in accordance with this article 19
- 19 2 The Tag Offer must be in writing and specify
- 19 2 1 that the proposed acquirer under the Sale is offering to buy from all the other Shareholders all the Shares held by them together with all their interests in such Shares, in accordance with this article 19,
 - 19 2 2 the purchase price per Share, which must be at least equal to the highest price per Share, to be satisfied in the same form and on at least as favourable terms, as under the proposed Sale,
 - 19 2 3 that completion of the purchase will be conditional on, and will occur contemporaneously with, the completion of the proposed Sale,
 - 19 2 4 that it is open for acceptance for a period which must be not less than 10 Business Days, and
 - 19 2 5 that the offeree Shareholder shall not be required to give any warranty or indemnity in relation to the transfer other than a warranty as to title to the Shares transferred
- 19 3 If any offeree Shareholder fails to transfer his Shares pursuant to the Tag Offer which he has accepted, the provisions of article 17 11, with appropriate modifications, apply
- 19 4 The purchase of Shares pursuant to the Tag Offer is not subject to any of the other restrictions on transfer of Shares under these Articles
- 19 5 No Tag Offer need be made if a Drag along Notice has been served under article 20

20 DRAG ALONG

- 20 1 If the effect of any proposed transfer of Shares would be a Sale, the intending transferor of such Shares has the right to give notice to all the other Shareholders requiring them to transfer all the Shares held by them, together with all their interests in such Shares, to the proposed acquirer under the Sale (the "**Drag along Notice**") in accordance with this article 20
- 20 2 The Drag along Notice must be in writing and specify that
- 20 2 1 the other Shareholder is required to transfer all the Shares held by him, together with all their interests in such Shares, to the proposed acquirer under the Sale, in accordance with this article 20,
 - 20 2 2 the purchase price per Share, which must be at least equal to the highest price per Share, to be satisfied in the same form and on at least as favourable terms, as under the proposed Sale,
 - 20 2 3 that completion of the purchase will be conditional on, and will occur contemporaneously with, the proposed Sale,

- 20 2 4 the other Shareholder shall not be required to give any warranty or indemnity in relation to the transfer other than a warranty as to title to the Shares transferred
- 20 3 If any of those other Shareholders fails to transfer his Shares pursuant to the Drag along Notice, the provisions of article 17 11, with appropriate modifications, apply
- 20 4 The purchase of Shares pursuant to the Drag along Notice is not subject to any of the other restrictions on transfer of Shares under these Articles
- 21 DETERMINING MARKET VALUE**
- 21 1 The "**Market Value**" in relation to any Sale Shares shall be such price per Share
- 21 1 1 as is agreed between the Board and the relevant Shareholder within five Business Days after the date on which the Board become aware that a Transfer Notice is given or deemed given, or
- 21 1 2 failing such agreement as described in article 21 1 1, as is certified by an Expert in accordance with the following provisions of this article
- 21 2 If the directors and the relevant Shareholder are unable to agree the Market Value pursuant to article 21 1 1, an Expert shall be appointed to certify the Market Value of the Sale Shares disregarding any premium or discount by reference to the size of the holding
- 21 3 For the purposes of this article 21, the "**Expert**" is the auditors of Eldon Insurance Services Limited or, in the event that they are unable or unwilling to act, an independent firm of accountants or valuers, which is chosen and appointed as follows The Board and the relevant Shareholder may agree on the identity of such a firm and approve and sign its terms of engagement, but if no such firm is agreed and/or if its terms of engagement are not signed by all the parties within 15 Business Days after the date on which the Board become aware that a Transfer Notice is given, or deemed given, the Board or the relevant Shareholder may apply for the nomination and/or appointment of such a firm, and/or for the determination of its terms of engagement, by the President for the time being of the Institute of Chartered Accountants in England and Wales If either the Selling Shareholder or the Board on behalf of the Company fail to sign reasonable terms of engagement of the firm nominated by the said President within 10 Business Days after the date they are sent those reasonable terms, the nominated firm shall be deemed to have been appointed and shall be permitted to act upon such terms of engagement as if they had been signed by each of the parties
- 21 4 The Expert will certify the Market Value of the Sale Shares on the following assumptions and bases
- 21 4 1 valuing the Sale Shares on an arm's length sale between a willing vendor and a willing purchaser,
- 21 4 2 if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so,
- 21 4 3 that the Sale Shares are capable of being transferred without restriction,
- 21 4 4 without taking into account whether the Sale Shares comprise a majority or minority interest in the Company and the rights and restrictions of each class of shares

If any difficulty shall arise in applying any of the foregoing assumptions or bases then such difficulty shall be resolved by the Expert in such manner as he shall in his absolute discretion think fit

- 21 5 On appointment, the Expert shall be requested to deliver its certificate of the Market Value of the Sale Shares in writing to the Company, so that the Company receives it within 25 Business Days of the appointment. As soon as the Company receives the certificate it shall send a copy of it to the relevant Shareholder
- 21 6 The Expert shall act as an expert and not as an arbitrator and its determination shall be final and binding on the parties (in the absence of fraud or manifest error)
- 21 7 The Expert may have access to all accounting records or other relevant documents of the Company, subject to any confidentiality restrictions
- 21 8 The cost of obtaining the Expert's certificate shall be borne equally by the Company and the relevant Shareholder, except that if the relevant Shareholder, within 12 months of revoking a Transfer Notice under article 17 9, gives a further Transfer Notice, the cost of obtaining the Expert's certificate in relation to such further Transfer Notice shall be borne wholly by the relevant Shareholder

Decision making by shareholders

22 CORPORATE SHAREHOLDERS

- 22 1 Any corporate organisation that is a shareholder of the Company may nominate any person to act as its duly authorised representative at any meeting of the Company by resolution of its directors provided that
 - 22 1 1 the organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company, and
 - 22 1 2 any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation

23 QUORUM FOR GENERAL MEETINGS

The quorum at any general meeting of the Company, or adjourned general meeting, shall be Shareholder's holding at least of 55% of the shares present in person, by an authorised representative or by proxy

24 VOTING

At a general meeting, on a show of hands every holder of Shares who is present in person, by an authorised representative or by proxy shall have one vote, on a poll every shareholder present in person by an authorised representative or by proxy shall have one vote for each share of which he is the holder, on a vote on a written resolution every shareholder has one vote for each share of which he is a holder

25 POLL VOTES

- 25 1 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 25 2 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

Administrative arrangements

26 MEANS OF COMMUNICATION TO BE USED

- 26 1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient
- 26 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider,
- 26 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- 26 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- 26 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

- 26 2 In proving that any notice, document or information was properly addressed, it shall be sufficient to show that the notice, document or information was addressed to an address permitted for the purpose by the Act

27 WINDING UP

If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by the Act, divide among the shareholders in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders

28 INDEMNITY AND INSURANCE

- 28 1 Subject to article 28 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

28 1 1 each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

(a) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(b) in relation to the Company's activities as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, and

28 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 28 1 1 and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure

28 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

28 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

28 4 In this article

28 4 1 a "relevant officer " means any director or other officer or former director or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor, and

28 4 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company