

Company Number: 04501131

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF
ASSIST MANAGED SERVICES LIMITED
("Company")

On 28 JUNE 2019 the following resolutions were passed as ordinary and special resolutions (as applicable) by the sole member of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

- 1 **THAT** the 99 issued A ordinary shares of £1 each in the capital of the Company, and which are at the date of this resolution held by idverde Holdings Limited, be re-designated as 99 ordinary shares of £1 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles (as defined in resolution two below).

SPECIAL RESOLUTION

- 2 **THAT**, the draft articles of association attached to this resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company ("**New Articles**").

Signed: 

DIRECTOR

SATURDAY



A11 *A895B9K8* #126
06/07/2019
COMPANIES HOUSE

Company Number: 04501131

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ASSIST MANAGED SERVICES LIMITED

(Adopted by special resolution passed on 28/6/2019)

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires, the following words have the following meanings:

“**Act**” means the Companies Act 2006;

“**appointor**” has the meaning given in article 10.1;

“**Articles**” means the Company's articles of association for the time being in force;

“**Business Day**” means a day (other than a Saturday, Sunday or public holiday in the United Kingdom) when the banks in London are open for business;

“**Company**” means Assist Managed Services Limited;

“**Conflict**” has the meaning given in article 7.1;

“**eligible director**” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

“**Interested Director**” has the meaning given in article 7.1;

“**Majority Shareholder**” means a holder of the majority in nominal value of the issued shares in the capital of the Company;

“**Model Articles**” means 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; and

“**Subsidiary**” has the meaning given in section 1159 of the Act.

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 but excluding any

statutory modification of them not in force on the date when these Articles become binding on the Company.

- 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 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

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 or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Articles 6(2), 7(1), 8, 11(1) and (2), 14 (1), (2), (3) and (4), 22, 26(5), 38, 52 and 53 of the Model Articles shall not apply to the Company.

LIMITED LIABILITY

3. LIABILITY OF MEMBERS

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

DIRECTORS

4. DIRECTORS' DECISIONS AND MEETINGS

- 4.1 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 5.
- 4.2 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.
- 4.3 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution and resolutions at any meeting of the directors or committee of the directors shall be decided by a majority of votes.
- 4.4 The provisions of article 9 of the Model Articles and article 6 shall apply equally to meetings of any committee of the directors as to meetings of the directors.

- 4.5 Article 7(2) of the Model Articles shall be amended by:
 - 4.5.1 the insertion of the words "for the time being" at the end of article 7(2)(a);
 - 4.5.2 the deletion of the words "the general rule does not apply and"; and
 - 4.5.3 the insertion of the words "(for so long as he remains the sole director)" after the words "the director may".

5. UNANIMOUS DECISIONS OF DIRECTORS

- 5.1 A decision of the directors is taken in accordance with this article 5 when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 5.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- 5.3 A decision may not be taken in accordance with this article 5 if the eligible directors would not have formed a quorum at a directors' meeting to vote on the matter.

6. QUORUM FOR DIRECTORS' MEETINGS

- 6.1 Except where article 7(2) of the Model Articles applies, the quorum at any meeting of the directors (including adjourned meetings) shall be two eligible directors.
- 6.2 No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on.

7. CONFLICTS OF INTEREST AND DIRECTORS' INTERESTS

- 7.1 The directors may, in accordance with the requirements set out in this article 7, authorise in any manner permitted by these Articles, any matter or situation proposed to them by any director which would or could, if not authorised, involve a director ("**Interested Director**") breaching his duty under section 175 of the Act to avoid conflicts of interest ("**Conflict**").
- 7.2 Any authorisation under article 7.1 will be effective only if:
 - 7.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under these Articles;
 - 7.2.2 any requirement as to the quorum at any meeting at which the matter is considered is met without counting the Interested Director; and
 - 7.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's votes had not been counted.
- 7.3 Any authorisation of a Conflict under article 7.1 may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised and impose upon the Interested Director

such restrictions, terms and conditions and grant the Interested Director such permissions for the purposes of dealing with the Conflict as the directors think fit (and the Interested Director shall comply with the same).

- 7.4 The directors may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 7.5 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 7.6 Subject, where applicable, to any restrictions, terms and conditions imposed by the directors in accordance with article 7.3, and provided a director has declared the nature and extent of any interest in accordance with the requirements of the Act, a director who is interested in an existing or proposed transaction or arrangement with the Company:
- 7.6.1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested;
- 7.6.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
- 7.6.3 shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
- 7.6.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- 7.6.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 7.6.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

8. RECORDS OF DECISIONS TO BE KEPT

In article 15 of the Model Articles the words "and any decision of any sole director." shall be added to the end of the sentence.

9. NUMBER AND APPOINTMENT OF DIRECTORS AND SECRETARY

9.1 The number of directors shall be not less than one and article 17(1) of the Model Articles shall be read subject to this article 9.1.

9.2 Subject to article 9.1, a Majority Shareholder shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director or to fill a vacancy and to remove from office any director so appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the Majority Shareholder or, if the Majority Shareholder is a company, any director of the Majority Shareholder and such notice shall take effect when it is lodged at the registered office of the Company.

9.3 The Company is not required to have a company secretary but 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.

10. ALTERNATE DIRECTORS

10.1 Any director (other than an alternate director) (in this article 10, the "appointor") may appoint as an alternate director any other director, or any other person approved by the directors to exercise that director's powers, and carry out that director's responsibilities, in relation to the taking of decisions by the directors, in the absence of the alternate's appointor. A person may be appointed an alternate director by more than one director.

10.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

10.3 The notice must:

10.3.1 identify the proposed alternate; and

10.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.

10.4 An alternate director has the same rights, in relation to any directors' decision or directors' meeting, as the alternate's appointor.

10.5 Except as these Articles specify otherwise, alternate directors:

10.5.1 are deemed for all purposes to be directors;

10.5.2 are liable for their own acts and omissions;

10.5.3 are subject to the same restrictions as their appointors; and

10.5.4 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.

- 10.6 Except as these Articles specify otherwise, a person who is an alternate director but not a director:
- 10.6.1 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); and
 - 10.6.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, and does not himself participate).
- 10.7 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).
- 10.8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's appointor as the appointor may by notice in writing to the Company from time to time direct.
- 10.9 An alternate director's appointment as an alternate terminates:
- 10.9.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - 10.9.2 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; or
 - 10.9.3 when the alternate director's appointor ceases to be a director for whatever reason.

11. EXPENSES

Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary (if any)" before the words "properly incur".

SHARES

12. UNISSUED SHARES

- 12.1 No shares shall be issued without the consent in writing of the Majority Shareholder.
- 12.2 Subject to these Articles, but without prejudice to the rights attaching to any existing share, the directors may issue shares with such rights or restrictions as they may determine.
- 12.3 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560 of the Act).

DECISION MAKING BY SHAREHOLDERS

13. QUORUM FOR GENERAL MEETINGS

- 13.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be one shareholder present in person or by proxy or by duly authorised representative.
- 13.2 No business other than the appointment of the chairman of the meeting shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

ADMINISTRATIVE ARRANGEMENTS

14. MEANS OF COMMUNICATION

- 14.1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:
 - 14.1.1 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;
 - 14.1.2 if properly addressed and sent by reputable international overnight courier either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, five Business Days after collection from the sending party provided that delivery within no more than five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider;
 - 14.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 14.1.4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 14.1.5 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 14.1, no account shall be taken of any part of a day that is not a Business Day.

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

DIRECTORS' INDEMNITY AND INSURANCE

15. INDEMNITY

- 15.1 Subject to article 15.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - 15.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities

incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them 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 (or any associated company's) affairs; and

15.1.2 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 15.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

15.2 This article 15 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.

15.3 In this article 15:

15.3.1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and

15.3.2 a **"relevant officer"** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

16. INSURANCE

16.1 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.

16.2 In this article 16:

16.2.1 a **"relevant officer"** means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act));

16.2.2 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, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

16.2.3 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.