

The Companies Acts 1985 - 1989
Public Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

D4T4 SOLUTIONS PLC

- 1* The name of the Company is **D4T4 SOLUTIONS PLC**
- 2** The Company is to be a public company.
- 3 The registered office of the Company will be situated in England and Wales.
- 4 The objects for which the Company is established are:
- 4.1*** (a) To design, modify, develop, manufacture, import, export, assemble and deal in computer hardware and software and peripheral equipment, including equipment and software for the transmission and use of electronic data by means of cables, satellites and other electronic communications links;
- (b) To provide design and maintenance services, marketing consultancy services and technical and advisory services for users and potential users of computer hardware and software, including all forms of electronic or automatic equipment, telemetry and interactive and other electronic data and communications systems
- 4.2 To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property and assets
- 4.3 to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the .beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;

* *The Company was incorporated under the name of "Brightbay Limited". The name was changed to "Industrial Systems Solutions Limited" on 24th July 1985, then to "I S Solutions plc" on 8th August 1991, and thereafter to "D4t4 Solutions plc" on 20th July 2016.*

** *On 8th August 1991 the Company was re-registered as a Public Company.*

*** *Adopted by Special Resolution passed on 29th August 1997.*

- 4.4 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith;
- 4.5 to co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed;
- 4.6 to guarantee the payment of dividends on any shares in the capital of any of the companies in which this Company has or may at any time have an interest, and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal of or interest on any shares or evidence of indebtedness issued or created by any such companies;
- 4.7 to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for this Company or in which this Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness;
- 4.8 to organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof;
- 4.9 to acquire by purchase, lease, concession, grant, licence or otherwise such lands, estates, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit; to acquire the same for the purposes of investment and development and with a view to receiving the income therefrom; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature;
- 4.10 to carry on all kinds of promotion business, and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies and to market, advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever;
- 4.11 to vary the investments and holdings of the Company as may from time to time be deemed desirable;

- 4.12 to act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise;
- 4.13 to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision;
- 4.14 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;
- 4.15 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- 4.16 to enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;
- 4.17 to purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;
- 4.18 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;
- 4.19 to invest and deal with the moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient;
- 4.20 to lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company;
- 4.21 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property

and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;

- 4.22 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular but without limitation by personal covenant or by mortgage, charge, standard security, lien or other security upon all or any part of the undertaking property assets rights and revenues present and future and the uncalled capital of the Company, or by the creation and/or issue at par or at a premium or discount and with or without consideration and with such rights, powers and privileges and on such terms (including without limitation as permanent, redeemable or repayable), as may be thought fit of debentures or debenture stock, or securities of any other description or by any one or more of such methods or by any other means;
- 4.23 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies;
- 4.24 to apply for and take out, purchase or otherwise acquire, sell, deal, or trade in any way in service marks and names, designs, patents, patent rights, inventions, secret processes and any form of intellectual property and to carry on the business of an inventor, designer or research organisation;
- 4.25 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;
- 4.26 to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company;
- 4.27 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the

Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company, including the Company) or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object;

- 4.28 to promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 4.29 to amalgamate with any other company in any manner whatsoever {whether with or without a liquidation of the Company};
- 4.30 to procure the Company to be registered in any country or place in any part of the world;
- 4.31 to cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory;
- 4.32 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 4.33 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid;
- 4.34 to insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company;
- 4.35 to act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested;

- 4.36 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable, political or useful object whatsoever;
- 4.37 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 4.38 to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub- contractors, trustees, subsidiaries or otherwise;
- 4.39 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 4.40 from time to time as permitted by law to give, whether directly or indirectly, any kind of financial assistance directly or indirectly for the purpose of the acquisition or proposed acquisition of the Company's shares or those of any company which is at any material time its holding company or parent undertaking (as defined in section 258 and section 736 of the Act) and/or directly or indirectly for the purpose of reducing or discharging any liability incurred by any person whatsoever for the purpose of the acquisition of the company's shares or those of any company which is at any material time its holding company or parent undertaking (as defined in section 258 and section 736 of the Act)
- 4.41 to effect and maintain insurance for or for the benefit of any persons who are or were at any time directors officers or employees of the Company, any holding company or parent undertaking (as defined in section 258 and section 736 of the Act) from time to time of the Company or such holding company or any of the predecessors of the Company or of such holding company or parent undertaking of or any company which has or had at any time any interest, whether direct or indirect in, or which is or was in any way allied or associated with the Company, or of any subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Act) of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which any employees of the Company or of any such other company or undertaking or predecessor are or were at any time interested including without limitation insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company or predecessor or undertaking or pension fund or employees' share scheme; and
- 4.42 otherwise indemnify or to exempt (in each case to the extent from time to time permitted by law) any such person against or from any such liability;

- 4.43 to do all such things as in the opinion of the board of directors are or may be incidental or conducive to the above objects or any of them;
- 4.44 to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors, brokers, or otherwise.

And it is hereby declared that for the purposes of this clause 4:

- (a) the word 'company' in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (b) 'associated companies' shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
- (c) 'securities' shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
- (d) 'other' and 'otherwise' shall not be construed *eiusdem generis* where a wider construction is possible; and
- (e) "subsidiary" and "holding company" shall have the meanings given under Section 258 and Section 736 Companies Act 1985 or any amendment or re-enactment of such provisions unless the content otherwise permits;
- (f) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company;
- (g) none of the objects set out in any sub-clause of this clause shall be restrictively construed, but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company;
- (h) none of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.

5 The liability of the members is limited.

6**** The share capital of the Company is £1000 divided into 1000 ordinary shares of £1.00 each.

**** *The Company was incorporated with a share capital of £1,000 .00 divided into 1000 shares of £1.00 each. By Special Resolution passed on 6th August 1985 each Ordinary Share of £1.00 constituting the authorised (issued and unissued) share capital of the Company was subdivided into ten ordinary shares of 10p each. By Special Resolution passed on 6h August 1985 the share capital of the Company was increased to £50,000 .00 divided into 500,000 Ordinary Shares of 10p each . By Special Resolution passed on 4th September 1985 200,000 Ordinary Shares of 10p each in the capital of the Company were converted into 200,000 Convertible Preferred Ordinary Shares of 10p each.*

By Ordinary Resolution passed on 29th August 1997 each of the existing authorised and issued Ordinary Shares of 10p each in the share capital of the Company was subdivided into five Ordinary Shares of 2p each and each of the existing authorised and issued Convertible Preferred Ordinary Shares of 10p each was subdivided into five Convertible Preferred Ordinary Shares of 2p each. By Ordinary Resolution passed on 29th August 1997 the share capital of the Company was increased to £140,000 by the creation of an additional 4,500,000 Ordinary Shares of 2p each . The share capital of the Company as at 29th August 1997 was £140,000 divided into 6,000,000 Ordinary Shares of 2p each and 1,000,000 Convertible Preferred Ordinary Shares of 2p each .

Pursuant to a conversion notice served by the holders of the Convertible Preferred Ordinary Shares of 2p each the said shares were converted into 1,000,000 Ordinary Shares of 2p each with effect from the admission of the issued share capital of the Company to trading on the Alternative Investment Market of the London Stock Exchange on 9th September 1997.

By Special Resolution passed on 26th May 2000 the authorised share capital of the Company was increased to £750,000 divided into 37,500,000 Ordinary Shares of 2p each and by Special Resolution passed on 20th January 2015 the authorised share capital of the Company was further increased to £1,000,000 divided into 50,000,000 Ordinary Shares of 2p each.