

#### **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7320041

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

#### PRIMARY ENERGY RESEARCH 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/Wales

Given at Companies House on 20th July 2010



\*N073200414\*





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In accordance with Section 9 of the Companies Act 2006

### **IN01**

#### Application to register a company



A fee is payable with this form Please see 'How to pay' on the last page What this form is NOT What this form is for You cannot use this form, You may use this form to register a 15/07/2010 private or public company a limited liability partner COMPANIES HOUSE this, please use form LL | A11 06/6. 470 COMPANIES HOUSE 368 **Company details** Part 1 Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by \* **A1** Company details Please show the proposed company name below O Duplicate names Duplicate names are not permitted A Proposed company list of registered names can be found on our website. There are various rules name in full 0 that may affect your choice of name More information is available at For official use www.companieshouse.gov.uk **A2** Company name restrictions of Please tick the box only if the proposed company name contains sensitive Company name restrictions A list of sensitive or restricted words or restricted words or expressions that require you to seek comments of a or expressions that require consent. government department or other specified body can be found in guidance available on our website I confirm that the proposed company name contains sensitive or restricted www.companieshouse.gov.uk 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 **A3** Exemption from name ending with 'Limited' or 'Cyfyngedig' o Name ending exemption Please tick the box if you wish to apply for exemption from the requirement to Only private companies that are have the name ending with 'Limited', Cyfyngedig' or permitted alternative limited by guarantee and meet other specific requirements are eligible to I confirm that the above proposed company meets the conditions for apply for this exemption from the requirement to have a name ending with 'Limited', For more details, please go to our 'Cyfyngedig' or permitted alternative website www.companieshouse.gov.uk **A4** Company type 

O G Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website Public limited by shares www.companieshouse.gov.uk Private limited by shares Private limited by guarantee

Private unlimited with share capital Private unlimited without share capital

	INO1 Application to register a company		
A5	Situation of registered office •		
	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	● 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	
A6	Registered office address o	<u>'</u>	
_	Please give the registered office address of your company	• Registered office address	
Building name/number	32 STONEDENE CLOSE	You must ensure that the address shown in this section is consistent with the situation indicated in	
Street	FOREST ROW, EAST SUSSEX,	section A5  You must provide an address in	
Post town		England or Wales for companies to be registered in England and Wales	
County/Region		You must provide an address in Wales, Scotland or Northern Ireland	
Postcode	RH18 SDB	for companies to be registered in Wales, Scotland or Northern Ireland respectively	
A7	Articles of association o		
	Please choose one option only and tick one box only	For details of which company type	
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	can adopt which model articles, please go to our website www.companieshouse gov uk	
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 ^ - box		
Option 3	I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application		
A8	Restricted company articles ©		
	Please tick the box below if the company's articles are restricted	Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk	

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#### Part 2 Proposed officers

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

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

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

#### Secretary

B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	● Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) •		the 'Secretary appointments' continuation page
		Personal Provides any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
B2	Secretary's service address ®	·
Building name/number		Service address
Street		This is the address that will appear on the public record This does not have to be your usual residential address.
Post town		Please state 'The Company's
County/Region		Registered Office if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
В3	Signature @	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊕</b> Signature
		The person named above consents
Signature	Signature X	to act as secretary of the proposed company
	^	

#### **Corporate secretary**

C1	Corporate secretary appointments •	
:	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments     If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page  Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		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
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
-	Is the corporate secretary registered within the European Economic Area (EEA)?	
	<ul> <li>→ Yes Complete Section C3 only</li> <li>→ No Complete Section C4 only</li> </ul>	
C3	EEA companies ®	
When the same	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/ firm is registered ●		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.	O Non-EEA  Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊗</b> Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company
	<u> </u>	

Application to register a company

#### Director

Director		
D1	Director appointments •	·
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments     Private companies must appoint     at least one director who is an
Title*	MR	individual Public companies must appoint at least two directors, one of
Full forename(s)	PAUL	which must be an individual
Surname	STOREY	② Former name(s) Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used
Country/State of residence •	UK	for business purposes  Country/State of residence
Nationality  Date of birth	BRITISH 1459	This is in respect of your usual residential address as stated in section D4
Business occupation (if any) •	FIMANCIAL ANALYST	Business occupation     If you have a business occupation,     please enter here If you do not,     please leave blank  Additional appointments
		one director, please use the 'Director appointments' continuation page
D2	Director's service address <sup>©</sup>	<u> </u>
	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	Service address This is the address that will appear
Building name/number	COMPANY REGISTERED OFFICE	on the public record. This does not have to be your usual residential
Street		address  Please state 'The Company's  Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office
Postcode		If you provide your residential
Country		address here it will appear on the public record
D3	Signature <sup>©</sup>	
_ <del>_</del>	I consent to act as director of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	Signature X	The person named above consents to act as director of the proposed company

Application to register a company

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Director		
D1	Director appointments	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments     Private companies must appoint at least one director who is an
Title*		individual Public companies must appoint at least two directors, one of
Full forename(s)		which must be an individual
Surname		<b>② Former name(s)</b> Please provide any previous names
Former name(s) O		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
residence ©		<b>⊕</b> Country/State of residence
Nationality		This is in respect of your usual residential address as stated in
Date of birth	d d m m y y y	Section D4
Business occupation (if any) •		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 9	
	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	Service address This is the address that will appear
Building name/number		on the public record This does not have to be your usual residential address
Street		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office
Postcode		If you provide your residential address here it will appear on the
Country		public record
62		
D3	Signature O	
	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents
Signature	Signature  X	to act as director of the proposed company

#### **Corporate director**

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	• Additional appointments
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page
Building name/number		Registered or principal address
Street		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
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number
Postcode		
Country		
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 ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA  A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk
		● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number	1	
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.	• Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		
<b>E</b> 5	Signature ®	
	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
Signature	Segnature X	The person named above consents to act as corporate director of the proposed company

Part 3	Statemen	t of capital			
		ny have share capital?			
	l .	emplete the sections belief to Part 4 (Statement			
F1	<u> </u>	in pound sterling (		ı	, <u></u>
		each class of shares he			
			and then go to Section F4		
Class of shares (E.g. Ordinary/Preference etc	:)	Amount paid up on each share <b>①</b>	Amount (if any) unpaid on each share •	Number of shares ②	Aggregate nominal value €
ORDINAR	T	0.00	£1_	300	£ 300
•					£
					£
					£
			Totals	200	00€³
F2	Share capital	in other currencies	5		
Please complete the to Please complete a sep		any class of shares held h currency	d in other currencies		
Currency					
Class of shares (E g Ordinary/Preference etc		Amount paid up on each share •	Amount (if any) unpaid on each share <b>①</b>	Number of shares ②	Aggregate nominal value €
		j 			
			Totals		
Currency	<u> </u>		····		
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares <b>9</b>	Aggregate nominal value €
			   Totals		
	<u> </u>		·		
F3	Totals				
	Please give the to issued share capi		id total aggregate nominal	Plo	tal aggregate nominal value ease list total aggregate values in fferent currencies separately. For
Total number of shares					ample £100 + €100 + \$10 etc
Total aggregate nominal value <b>O</b>	X300				
• Including both the nomi	nal value and any	Number of shares issu		ntinuation Pages ase use a Statement of	

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Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2  Class of share  Prescribed particulars  Prescribed particulars  Prescribed particulars  Prescribed particulars  Prescribed particulars  Prescribed particulars of rights attached to shares  The particulars of any voting rights, including rights that arise only in certain circumstances, be particulars of any rights, as respects dividends, to participate in a distribution, ceparticulars of any rights, as respects capital, to participate in distribution (including on winding), and deference of a reliable to be redeemed or are liable to be redeemed at the option of the company or the shareholder and	F4	Statement of capital (Prescribed particulars of rights attached to shares)	
Prescribed particulars  EQUAL NOTING RIGHTS  EQUAL NOTING RIGHTS  EQUAL NOTING RIGHTS  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 (including on windir up), and d whether the shares are to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Continuation pages Please use the next page or a "Statement of Capital (Prescribed particulars of rights attached to shares)" continuation page if	14	Please give the prescribed particulars of rights attached to shares for each class	
Prescribed particulars  EQUAL VOTING—RIGHTS  Equal to particulars of any rights, as respects dividends, to participate in distribution (including on winding), and distribution (including on winding up), and distribution (including up), and distribution (including up), and distribution (including up), and distribu	Class of share	ORDINARY	
	Prescribed particulars		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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if

Class of share	①Prescribed particulars of rights
	 attached to shares
Prescribed particulars	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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share
	Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
	]
	1
	]
	1
	<u> </u>

Application to register a company

#### F5

#### Initial shareholdings

This section should only be completed by companies incorporating with share capital Please complete the details below for each subscriber

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

Initial shareholdings Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

subscribers' usual residential address					continuation pagi	: II liceessary
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
PAUL STOREY Address 32 STONEDENE CLOSE	ORDINARY	300	4	£1	£300	
32 STONEDENE GOE						
FOREST ROW RAST SUSSEX RHIB SDB.						
RHIB SDB.					1	
Address						
					<u> </u>	1
Name						
Address						
Name						
Address						
				1		
Name			<u> </u>		<u> </u>	
Address						

Part 4	Statement of guarantee	
	Is your company limited by guarantee?	-
	→ Yes Complete the sections below	
	→ No Go to Part 5 (Statement of compliance)	
G1	Subscribers	-
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.  I confirm that if the company is wound up while I am a member, or within	Name     Please use capital letters     Address     The addresses in this section will appear on the public record. They do
	one year after I cease to be a member, I will contribute to the assets of the	not have to be the subscribers' usual residential address
	company by such amount as may be required for - payment of debts and liabilities of the company contracted before I	SAmount guaranteed
	cease to be a member,	Any valid currency is permitted
	<ul> <li>payment of costs, charges and expenses of winding up, and,</li> <li>adjustment of the rights of the contributors among ourselves,</li> <li>not exceeding the specified amount below</li> </ul>	Continuation pages Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	_
Forename(s) •		
Surname <b>O</b>		_
Address <b>9</b>		-
Postcode		_
Amount guaranteed		
	Subscriber's details	
Forename(s) •		
Surname •		-
Address 9		- -
Postcode		_
Amount guaranteed		
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address <b>9</b>		- -
Postcode		
Amount guaranteed •		-

Application to register a company

	Subscriber's details	<b>O</b> Name
Forename(s) •		Please use capital letters
Surname •		Address     The addresses in this section will
Address <b>2</b>		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		Amount guaranteed     Any valid currency is permitted
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		
-	Subscriber's details	
Forename(s) •		
Surname •		
Address <b>9</b>		
Postcode		
Amount guaranteed		:
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		

#### Part 5 Statement of compliance This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X X Signature Subscriber's signature X X Subscriber's signature Signature X Subscriber's signature X Subscriber's signature X Subscriber's signature X Subscriber's signature Signature X X

Subscriber's signature	Signature X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	-
Subscriber's signature	Signature X	
Subscriber's signature	Signature X	
H2	Statement of compliance delivered by an agent	<u> </u>
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	BALHOLAL CORPORATE SORVICES LITD	
Building name/number	DATTANI BUSINESS CENTRE	
Street	SCOTTISH PROVIDENT HOUSE 76/80 COLLEGE ROAD.	
Post town	HARRON	
County/Region	MIDNIESEX	
Postcode	HALLBOL	
Country	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	

#### **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 Postcod Country DХ Telephone Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address At the registered office address (Given in Section A6) At the agents address (Given in Section H2) Checklist We may return forms completed incorrectly or with information missing Please make sure you have remembered the following ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent ☐ You have used the correct appointment sections ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland)

#### Important information

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

#### How to pay

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

Make cheques or postal orders payable to 'Companies House'

#### Where to send

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

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

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

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

#### Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

#### Further information

For further information, please see the guidance notes on the website at www.companieshouse gov.uk or email enquines@companieshouse gov.uk

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

You have enclosed the correct fee

☐ The document has been signed, where indicated

All relevant attachments have been included You have enclosed the Memorandum of Association

number

#### The Companies Act 2006

#### **COMPANY LIMITED BY SHARES**

#### **Memorandum of Association**

OF

#### PRIMARY ENERGY RESEARCH LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

Paul Storey

Dated 30/6/10

\*A2QKWLPS\*
A44 15/07/2010 238
COMPANIES HOUSE

COMPANIES HOL

06/07/2010 366 COMPANIES HOUSE