

FILE COPY



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

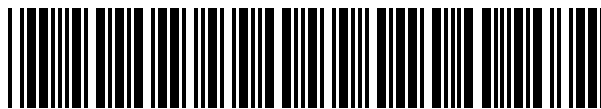
Company Number **868456**

The Registrar of Companies for Scotland, hereby certifies that

ASSET ONE (SYSTEMS) 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 Scotland

Given at Companies House, Edinburgh, on **31st October 2025**



NSC868456S



Companies House



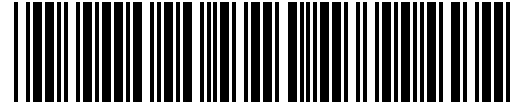
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **31/10/2025**

XEEB5PXN

Company Name in full: **ASSET ONE (SYSTEMS) LTD**

Company Type: **Private company limited by shares**

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **NEO HOUSE RIVERSIDE DRIVE
ABERDEEN
SCOTLAND AB11 7LH**

Sic Codes: **62012
63110
72190
71121**

Company Director 2

Type: **Person**

Full Forename(s): **MR PAUL**

Surname: **TAWSE**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **SCOTLAND**

Resident:

Date of Birth: ****/05/1978** *Nationality:* **SCOTTISH**

Occupation: **DIRECTOR**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ASSET ONE (GROUP) LTD**

Address **NEO HOUSE RIVERSIDE
DRIVE
ABERDEEN
SCOTLAND
AB11 7LH**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **ASSET ONE (GROUP) LTD**

Service Address: **NEO HOUSE RIVERSIDE DRIVE
ABERDEEN
SCOTLAND
AB11 7LH**

Legal Form: **PRIVATE COMPANY LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register Location: **UK REGISTER OF COMPANIES**

Country/State: **UNITED KINGDOM**

Registration Number: **SC769935**

Nature of control **The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.**

Nature of control **The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.**

Nature of control **The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**

Lawful Purpose Statement

The subscribers confirm that the company has been formed for lawful purposes.

Statement of Compliance

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

Name: **ASSET ONE (GROUP) LTD**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of ASSET ONE (SYSTEMS) 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.

Name of each subscriber	Authentication
ASSET ONE (GROUP) LTD	Authenticated Electronically

Dated: 31/10/2025



1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1. Defined terms

In these Articles:

- “the Act” means the Companies Act 2006.
- “the Company” means Asset One (Systems) Ltd.
- “the Group” means Asset One (Group) Ltd and its subsidiaries.
- “Board” means the directors of the Company acting collectively.
- Words or expressions contained in these Articles shall bear the same meaning as in the Act.

1.2. Liability of members

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

2. OBJECTS

2.1. Objects of the Company

The Company’s objects are:

- To research, design, develop, and commercialise software, artificial intelligence (AI) systems, digital tools, and related technologies.
- To acquire, hold, protect, and exploit intellectual property including software, algorithms, trademarks, patents, and know-how.
- To provide integrated solutions involving AI, machine learning, Internet of Things (IoT) field devices, condition monitoring, predictive analytics, and inventory management systems.
- To license technology, enter into service agreements, and support implementation of digital solutions.
- To collaborate with universities, research institutions, partners, and clients for the advancement of technology in asset management and related industries.
- To undertake any lawful business or activity incidental or conducive to the attainment of the above objects.

3. DIRECTORS

3.1. Directors’ powers and responsibilities

- The business of the Company shall be managed by the directors.
- The directors may exercise all the powers of the Company, subject to the Act, these Articles, and any directions given by the Group.

3.2. Appointment and removal of directors

- Directors shall be appointed and removed by resolution of the shareholder (*Asset One (Group) Ltd*).
- The Board shall at all times act in accordance with the strategic direction of the Group.



3.3. Directors' decision-making

- Decisions may be taken by majority at a meeting or by written resolution signed by all directors.
- Quorum: two directors, unless only one director is appointed.

3.4. Conflicts of interest

- A director must declare any interest in proposed transactions.
- A director may vote notwithstanding an interest if authorised by the Board.

4. SHARES AND DISTRIBUTIONS

4.1. Share capital

- The Company's share capital is divided into ordinary shares of £1 each.
- All shares shall rank equally unless otherwise specified.

4.2. Shareholder

- The sole shareholder at incorporation shall be Asset One (Group) Ltd, holding 100% of the issued shares.

4.3. Transfer of shares

- Shares may not be transferred to any person outside the Group without prior written approval of the shareholder.
- Transfers must be executed in writing and registered in accordance with the Act.

4.4. Dividends

- The Company may declare dividends as recommended by the Board and approved by the shareholder.
- Dividends shall be paid to the shareholder in proportion to the number of shares held.

5. ORGANISATION OF GENERAL MEETINGS

5.1. General meetings

- The Company is not required to hold annual general meetings.
- The shareholder may call a general meeting at any time.

5.2. Written resolutions

- A written resolution signed by the shareholder shall be valid and effective as if passed at a general meeting.

6. ADMINISTRATIVE ARRANGEMENTS

6.1. Records and accounts

- The Company shall keep proper accounting records as required by the Act.
- Accounts shall be prepared annually and consolidated into the Group accounts.



6.2. Notices

- Notices may be given to the shareholder by electronic communication or by post to the registered office.

7. INTELLECTUAL PROPERTY

7.1. Ownership of intellectual property

- All intellectual property, software, trademarks, data, and other intangible assets created, acquired, or developed by the Company shall be owned by the Company.
- The Company may licence IP to other Group entities on terms agreed by the Board and shareholder.

8. INDEMNITY AND INSURANCE

8.1. Indemnity

- Subject to the Act, every director shall be indemnified by the Company against any liability incurred in connection with the Company, except for wilful misconduct or negligence.

8.2. Insurance

- The Company may purchase and maintain insurance for the benefit of any director or officer against liability.

9. WINDING UP

9.1. Distribution of assets

- On winding up, any remaining assets after payment of debts shall be distributed to the shareholder, *Asset One (Group) Ltd*.

10. SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION

We, the undersigned, wish to be registered as members of the Company, and agree to take the number of shares shown opposite our name.

Name	Address	Shares
Asset One (Group) Ltd	NEO House, Riverside Drive, Aberdeen, AB11 7LH	100 ordinary shares

Dated: 30th October 2025