

MEMORANDUM OF ASSOCIATION

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of

ACME LIMITED

The undersigned, being the sole subscriber, hereby forms a company pursuant to the Companies Act 2006 under the name of ACME LIMITED and agrees to be bound by the following Memorandum of Association.

CHAPTER I – FORM, NAME, REGISTERED OFFICE, DURATION, OBJECT

1.1 Legal Form: The company is incorporated as a private company limited by shares under the Companies Act 2006.

1.2 Name: The name of the company is ACME LIMITED.

1.3 Registered Office: The registered office of the company is situated at 45 Kensington Road, London, W8 5NP, England.

1.4 Duration: The duration of the company is unlimited.

1.5 Objects: The main business activity of the company shall be the provision of information technology services, software development, and consultancy. The company may also undertake any other lawful commercial activity permitted under English law.

CHAPTER II – SHARE CAPITAL AND SHARES

2.1 The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.

2.2 All shares have equal rights with respect to voting, participation in dividends, and distribution upon winding up.

2.3 All 1,000 shares are held by John Smith, who is the sole shareholder.

CHAPTER III – RIGHTS AND OBLIGATIONS OF THE SHAREHOLDER

3.1 The sole shareholder is entitled to receive dividends declared by the company.

3.2 The shareholder shall participate in the distribution of assets upon liquidation, proportionate to the number of shares held.

3.3 The shareholder has the right to appoint and remove directors of the company.

3.4 The shareholder undertakes to act in good faith and in the best interest of the company.

CHAPTER IV – MANAGEMENT AND ADMINISTRATION

4.1 The management of the company shall be carried out by the sole director, John Smith.

4.2 The director shall have full powers of representation and management of the company.

4.3 The director is empowered to make all decisions regarding the day-to-day operations, financial matters, contracts, hiring of staff, and any other activity necessary for achieving the company's objectives.

4.4 The director shall ensure compliance with the provisions of the Companies Act 2006 and other applicable regulations.

CHAPTER V – FINANCIAL YEAR AND ACCOUNTS

5.1 The financial year of the company shall begin on 1 January and end on 31 December of each year.

5.2 The first financial year shall commence on the date of incorporation in 2025 and end on 31 December 2025.

5.3 The company shall prepare annual accounts in accordance with UK accounting standards and file them with Companies House as required by law.

CHAPTER VI – CONTROL OF THE COMPANY'S ACTIVITIES

6.1 The sole shareholder exercises control over the company's activities by approving the annual accounts and by monitoring the management carried out by the director.