

# Legal Pack – Skydatasol Ltd

## Introduction

This Legal Pack has been prepared by Skydatasol Ltd for the purposes of providing investors, partners, and regulators with a clear overview of the Company's legal standing, compliance framework, and contractual safeguards. The pack consolidates essential corporate documents, contractual templates, regulatory compliance statements, and shareholder rights into a single reference framework. Its purpose is to establish legal certainty, protect the interests of stakeholders, and demonstrate the Group's commitment to operating within the highest standards of corporate governance and regulatory compliance.

## 1. Corporate Structure and Incorporation

Skydatasol Ltd is incorporated as a private limited company in the United Kingdom under the Companies Act 2006. The holding company exercises ownership and oversight of multiple subsidiaries across security, engineering and construction, software development, Kamiweb as a standalone cybersecurity project, oil and gas services, renewable energy, logistics, and heavy manufacturing. Each subsidiary is registered as a separate legal entity under UK law, with its own articles of association, governance framework, and contractual obligations. The corporate structure ensures legal separation of risk between business lines, whilst the parent company provides consolidated financial reporting and strategic oversight.

The Articles of Association of Skydatasol Ltd outline the rights of shareholders, the duties of directors, and the rules of corporate governance. They include provisions for ordinary shares with full voting rights, dividend distribution on a pro-rata basis, and pre-emption rights on new share issues. These provisions serve as the foundation for investor protection within the Group's legal framework.

## 2. Shareholder Rights and Equity Structure

Equity in Skydatasol Ltd is issued in the form of ordinary shares with full voting rights attached. Shareholders are entitled to participate in dividends, vote at general meetings, and share in the distribution of assets upon liquidation *pari passu* with other shareholders. The equity structure is designed to provide fairness, transparency, and predictability in the treatment of investors.

Pre-emption rights are embedded in the Articles to protect existing investors from dilution during future fundraising rounds. Shareholders are entitled to receive written notice of any new equity issue and to participate proportionally in such offerings. Any

modification of rights requires approval by special resolution of the shareholders, thereby ensuring that investor protections cannot be altered without broad consent.

### **3. Compliance and Licensing**

Compliance is fundamental to Skydatasol's legal framework. The Group operates in heavily regulated industries, including private security, engineering, energy, and logistics. Each subsidiary maintains the necessary licences and certifications required by its sector.

In the Security subsidiary, all activities comply with the Private Security Industry Act 2001, with operatives licensed by the Security Industry Authority (SIA). In the Energy division, compliance extends to ISO/IEC 27001 for information security, ISO 9001 for quality management, and environmental regulations governing renewable projects. The Engineering and Construction subsidiary adheres to UK building regulations and international engineering standards. The Software Development and Kamiweb divisions operate under data protection and cybersecurity regulations, with compliance to the UK Data Protection Act 2018 and the General Data Protection Regulation (GDPR).

An internal compliance team monitors all subsidiaries, reporting directly to the Board's Compliance and Ethics Committee. This ensures a consistent approach across the Group, reducing legal risk and ensuring regulatory certainty for investors.

### **4. Key Contracts and Templates**

The Legal Pack includes standardised templates of key contracts regularly used within the Group. These include service contracts for clients, supply chain agreements, employee contracts, and non-disclosure agreements (NDAs). Each contract has been drafted with enforceability, fairness, and compliance in mind, ensuring that all stakeholders have clarity regarding rights and obligations.

The standard NDA template applies to both internal and external stakeholders. It covers confidentiality, permitted disclosures, intellectual property protections, and dispute resolution mechanisms. This ensures that proprietary information, especially within the Kamiweb cybersecurity platform, remains protected throughout discussions with investors, contractors, or partners.

Employment contracts across subsidiaries incorporate UK employment law standards, including provisions for equal opportunities, workplace safety, and whistleblowing protections. Supply chain contracts include clauses on ethical sourcing, anti-bribery, and quality assurance. Client contracts enforce clear service levels, liability limits, and dispute resolution mechanisms aligned with English law.

## **5. Risk Allocation and Liability**

The Group's legal framework provides clear rules for the allocation of risk and liability. Subsidiaries operate as independent legal entities, ring-fencing liability within their specific business line. Parent company guarantees are only provided on a selective basis, subject to Board approval. This model protects both the parent company and its investors from contagion risks across sectors.

Liability clauses in contracts typically limit exposure to direct damages and exclude liability for indirect or consequential loss, except where prohibited by law. Insurance policies are in place to mitigate risks, including professional indemnity, public liability, employer liability, and sector-specific insurance for security operations and engineering projects.

## **6. Investor Agreements and Protections**

Investor protections are reinforced through subscription agreements and shareholder agreements. These documents specify the rights of founding and subsequent investors, including governance rights, dividend entitlements, exit mechanisms, and dispute resolution procedures.

The Shareholders' Agreement establishes the process for decision-making, with reserved matters requiring the approval of investors holding a majority stake. It also includes drag-along and tag-along rights, protecting both majority and minority shareholders during exits. Dividend policy is set at the discretion of the Board but guided by profitability and reinvestment needs.

Exit mechanisms include potential IPOs, trade sales, and buy-back provisions. These legal pathways are codified in agreements, ensuring that investors have clarity regarding future liquidity.

## **7. Dispute Resolution Framework**

The Group adopts a structured dispute resolution process to minimise costly litigation. Contracts typically mandate mediation or arbitration under the rules of the London Court of International Arbitration (LCIA) or equivalent forums. This provides an efficient, confidential, and enforceable mechanism for resolving disputes.

Internal grievance procedures exist for employees and stakeholders, enabling resolution without escalation. Investors are afforded the right to escalate disputes under shareholder agreements, with English law designated as the governing law and the courts of England and Wales holding jurisdiction.

## **8. Intellectual Property Rights**

Intellectual property (IP) is a central asset, particularly in the Software Development and Kamiweb Project divisions. IP generated by employees or contractors in the course of their duties is automatically assigned to the Company. Contracts include IP assignment clauses, ensuring that innovations remain the property of the Group.

Trademarks are registered for Skydatasol Ltd and subsidiary brands, providing protection across multiple jurisdictions. Proprietary software and platforms are protected by copyright and contractual confidentiality. Enforcement mechanisms are in place to protect against infringement, with the Company reserving the right to pursue both civil and criminal remedies.

## **9. Ethical and ESG Legal Commitments**

The Group embeds ethical standards within its legal framework. Anti-bribery and corruption policies are enforced across subsidiaries, in compliance with the UK Bribery Act 2010. Supply chain contracts require compliance with ethical sourcing standards and human rights laws. Environmental commitments are codified in project-level agreements, particularly in renewable energy developments.

Workforce policies address equality, diversity, and workplace safety. Whistleblowing policies provide employees with a legally protected avenue to report misconduct. These commitments are more than voluntary standards; they are integrated into legally binding policies and procedures.

## **10. Conclusion**

The Legal Pack of Skydatasol Ltd demonstrates a mature and structured approach to legal governance. It provides clarity on corporate structure, shareholder rights, compliance, contracts, risk allocation, investor protections, dispute resolution, intellectual property, and ethical commitments. By consolidating these documents and frameworks into a coherent package, the Company provides investors and stakeholders with the legal certainty required to engage with confidence.

The Legal Pack is therefore both a reference framework and a strategic tool. It not only ensures compliance with current regulations but also establishes mechanisms for adaptability as the Company grows, expands internationally, and potentially transitions towards public listing. It represents Skydatasol's commitment to transparency, accountability, and the protection of stakeholder interests.