

FILE COPY



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

Company Number **10715693**

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

GRP II HOLDINGS (UK) LIMITED

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 and Wales

Given at Companies House, Cardiff, on **7th April 2017**



* N10715693J *



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: **07/04/2017**

X63VA3GR

Company Name in full: **GRP II HOLDINGS (UK) LIMITED**

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

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **12 THROGMORTON AVENUE
LONDON
UNITED KINGDOM EC2N 2DL**

Sic Codes: **64209**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Company Director 2

Type: **Person**

Full Forename(s): **MR PETER GEORGE**

Surname: **RAFTERY**

Service Address: **12 THROGMORTON AVENUE
LONDON
UNITED KINGDOM EC2N 2DL**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/12/1968** *Nationality:* **BRITISH**

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND CAPITAL DISTRIBUTIONS. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	WILLIAMSTOWN RENEWABLE FINANCE II DESIGNATED ACTIVITY COMPANY	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	4TH FLOOR 76 BAGGOT STREET LOWER DUBLIN 2 IRELAND D02 EK81	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **ELEMENTAL COSEC LIMITED**

Agent's Address: **27 OLD GLOUCESTER STREET
LONDON
UNITED KINGDOM
WC1N 3AX**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **ELEMENTAL COSEC LIMITED**

Agent's Address: **27 OLD GLOUCESTER STREET
LONDON
UNITED KINGDOM
WC1N 3AX**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of GRP II HOLDINGS (UK) 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 each

Name of each subscriber

Williamstown Renewable Finance II Designated Activity Company

Dated 07 April 2017