

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11074186**

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

MESEN CYF

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 Wales

Given at Companies House, Cardiff, on **21st November 2017**



* N11074186F *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

COPI FFEIL



TYSTYSGRIF CORFFORI CWMNI PREIFAT CYFYNGEDIG

Rhif Cwmni **11074186**

Mae'r Cofrestrydd Cwmnïau ar gyfer Lloegr a Chymru yn tystio drwy hyn bod

MESEN CYF

wedi cael ei gorffori fel cwmni preifat o dan Ddeddf Cwmnïau 2006, bod y cwmni wedi ei gyfyngu drwy gyfrannau, a bod lleoliad ei swyddfa gofrestredig yng Nghymru.

Rhoddwyd yn Nhŷ'r Cwmnïau, Caerdydd, ar **21ain o Dachwedd 2017**



Companies House
Tŷ'r Cwmnïau

IN01c_(ef)

Application to register a company

Cais am gofrestru cwmni:



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X6JMHJFC

Derbyniwyd i'w ffeilio mewn Fformat Electronig ar:

Company Name in full: **MESEN CYF**
Enw'r Cwmni yn llawn:

Company Type: **Private company limited by shares**
Math o Gwmni:

Situation of Registered Office: **Wales**
Safle'r Swyddfa Gofrestredig:

Proposed Registered Office Address: **25B HEOL Y PRIOR**
Cyfeiriad Swyddfa gofrestredig: **CAERFYRDDIN**
SIR CAERFYRDDIN
UNITED KINGDOM SA31 1NE

Sic Codes: **63990**
Codau SIC:

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Rwy'n dymuno mabwysiadu'r Erthyglau Enghreifftiol canlynol yn gyfan.

Statement of Capital (Share Capital)

Datganiad cyfalaf (cyfalaf cyfrannau)

<i>Class of Shares:</i>	A	<i>Number allotted</i>	100
<i>Dosbarth cyfrannau:</i>	ORDINARY	<i>Nifer a glustnodwyd:</i>	
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Arian treigl:</i>		<i>Gwerth nominal agregedig:</i>	
<i>Prescribed particulars</i>			
<i>Manylion rhagnodedig:</i>			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

<i>Class of Shares:</i>	B	<i>Number allotted</i>	10
<i>Dosbarth cyfrannau:</i>	ORDINARY	<i>Nifer a glustnodwyd:</i>	
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Arian treigl:</i>		<i>Gwerth nominal agregedig:</i>	
<i>Prescribed particulars</i>			
<i>Manylion rhagnodedig:</i>			

THE B SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS. DIVIDEND RIGHTS - DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF OTHER(S) OR TO ALL CLASSES OF SHARES, IN EACH CASE AT THE SAME OR DIFFERING RATES, AS DETERMINED BY ORDINARY RESOLUTION OR RESOLUTION OF THE DIRECTORS. RIGHTS TO CAPITAL - THE B SHARES HAVE NO RIGHTS FOR ANY DISTRIBUTION MADE ON A WINDING UP.

<i>Class of Shares:</i>	C	<i>Number allotted</i>	10
<i>Dosbarth cyfrannau:</i>	ORDINARY	<i>Nifer a glustnodwyd:</i>	
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Arian treigl:</i>		<i>Gwerth nominal agregedig:</i>	
<i>Prescribed particulars</i>			
<i>Manylion rhagnodedig:</i>			

THE C SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS. DIVIDEND RIGHTS - DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF OTHER(S) OR TO ALL CLASSES OF SHARES, IN EACH CASE AT THE SAME OR DIFFERING RATES, AS DETERMINED BY ORDINARY RESOLUTION OR RESOLUTION OF THE DIRECTORS. RIGHTS TO CAPITAL - THE C SHARES HAVE NO RIGHTS FOR ANY DISTRIBUTION MADE ON A WINDING UP.

<i>Class of Shares:</i>	D	<i>Number allotted</i>	10
<i>Dosbarth cyfrannau:</i>	ORDINARY	<i>Nifer a glustnodwyd:</i>	
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Arian treigl:</i>		<i>Gwerth nominal agrededig:</i>	
<i>Prescribed particulars</i>			
<i>Manylion rhagnodedig:</i>			

THE D SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS. DIVIDEND RIGHTS - DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF OTHER(S) OR TO ALL CLASSES OF SHARES, IN EACH CASE AT THE SAME OR DIFFERING RATES, AS DETERMINED BY ORDINARY RESOLUTION OR RESOLUTION OF THE DIRECTORS. RIGHTS TO CAPITAL - THE D SHARES HAVE NO RIGHTS FOR ANY DISTRIBUTION MADE ON A WINDING UP.

<i>Class of Shares:</i>	E	<i>Number allotted</i>	10
<i>Dosbarth cyfrannau:</i>	ORDINARY	<i>Nifer a glustnodwyd:</i>	
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Arian treigl:</i>		<i>Gwerth nominal agrededig:</i>	
<i>Prescribed particulars</i>			
<i>Manylion rhagnodedig:</i>			

THE E SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS. DIVIDEND RIGHTS - DIVIDENDS MAY BE PAID TO THE HOLDERS OF ONE OR MORE CLASSES OF SHARES TO THE EXCLUSION OF OTHER(S) OR TO ALL CLASSES OF SHARES, IN EACH CASE AT THE SAME OR DIFFERING RATES, AS DETERMINED BY ORDINARY RESOLUTION OR RESOLUTION OF THE DIRECTORS. RIGHTS TO CAPITAL - THE E SHARES HAVE NO RIGHTS FOR ANY DISTRIBUTION MADE ON A WINDING UP.

Statement of Capital (Totals)
Datganiad cyfalaf (cyfansymiau):

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	140
<i>Arian treigl:</i>		<i>Cyfanrif y cyfrannau:</i>	
		<i>Total aggregate nominal value:</i>	140
		<i>Cyfanswm y gwerth nominal cyfanred:</i>	
		<i>Total aggregate unpaid:</i>	140
		<i>Cyfanswm agregau di-dâl:</i>	

Initial Shareholdings

Cyfranddeiliaid Cychwynnol:

Name: **LOWRI JOHNSTON**

Enw:

Address **25B HEOL Y PRIOR**

Cyfeiriad: **CAERFYRDDIN**

WALES

SA31 1NE

Class of Shares:

A ORDINARY

Dosbarth cyfrannau:

Number of shares:

100

Nifer y cyfrannau:

Currency:

GBP

Arian treigl:

Nominal value of each share: **1**

Gwerth Nominal Pob

Cyfran:

Amount unpaid: **1**

Swm heb ei dalu:

Amount paid: **0**

Swm wedi'i dalu:

Name: **LOWRI JOHNSTON**

Enw:

Address **25B HEOL Y PRIOR**

Cyfeiriad: **CAERFYRDDIN**

WALES

SA31 1NE

Class of Shares:

B ORDINARY

Dosbarth cyfrannau:

Number of shares:

10

Nifer y cyfrannau:

Currency:

GBP

Arian treigl:

Nominal value of each share: **1**

Gwerth Nominal Pob

Cyfran:

Amount unpaid: **1**

Swm heb ei dalu:

Amount paid: **0**

Swm wedi'i dalu:

Name: **LOWRI JOHNSTON**
Enw:

Address **25B HEOL Y PRIOR**
Cyfeiriad: **CAERFYRDDIN**
WALES
SA31 1NE

Class of Shares: **C ORDINARY**

Dosbarth cyfrannau:

Number of shares: **10**

Nifer y cyfrannau:

Currency: **GBP**

Arian treigl:

Nominal value of each share: **1**

Gwerth Nominal Pob

Cyfran:

Amount unpaid: **1**

Swm heb ei dalu:

Amount paid: **0**

Swm wedi'i dalu:

Name: **LOWRI JOHNSTON**
Enw:

Address **25B HEOL Y PRIOR**
Cyfeiriad: **CAERFYRDDIN**
WALES
SA31 1NE

Class of Shares: **D ORDINARY**

Dosbarth cyfrannau:

Number of shares: **10**

Nifer y cyfrannau:

Currency: **GBP**

Arian treigl:

Nominal value of each share: **1**

Gwerth Nominal Pob

Cyfran:

Amount unpaid: **1**

Swm heb ei dalu:

Amount paid: **0**

Swm wedi'i dalu:

Name: **LOWRI JOHNSTON**

Enw:

Address **25B HEOL Y PRIOR**

Cyfeiriad: **CAERFYRDDIN**

WALES

SA31 1NE

Class of Shares: **E ORDINARY**

Dosbarth cyfrannau:

Number of shares: **10**

Nifer y cyfrannau:

Currency: **GBP**

Arian treigl:

Nominal value of each **1**

share:

Gwerth Nominal Pob

Cyfran:

Amount unpaid: **1**

Swm heb ei dalu:

Amount paid: **0**

Swm wedi'i dalu:

Persons with Significant Control (PSC)
POBL Â RHEOLAETH ARWYDDOCAOL (PRhA)

Statement of initial significant control
Datganiad o reolaeth arwyddocaol cychwynnol

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

Wrth gorffori, bydd rhywun a fydd yn cyfrif fel Person â Rheolaeth Arwyddocaol (naill ai person cofrestradwy neu endid cyfreithiol perthnasol (ECP) cofrestradwy) mewn perthynas â'r cwmni

Individual Person with Significant Control details
Manylion yr unigolyn

Names: **MISS LOWRI JOHNSTON**
Enw:

Country/State Usually Resident: **WALES**
Gwlad/Gwladwriaeth breswyl arferol:

Date of Birth: ****/04/1986** *Nationality:* **WELSH**
Dyddiad geni: *Cenedligrwydd:*

Service address recorded as Company's registered office
Cyfeiriad cyflwyno hysbysiadu wedi'i gofnodi fel Swyddfa Gofrestredig y Cwmni

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.
Mae'r tanysgrifwyr yn cadarnhau bod pob person a enwir fel PRhA unigol yn y cais hwn yn gwybod bod ei fanylion yn cael eu darparu fel rhan o'r cais hwn.

Nature of control
Natur y rheolaeth

The person holds, directly or indirectly, **75% or more** of the shares in the company.

Mae'r person yn dal, yn uniongyrchol neu'n anuniongyrchol, **75% neu fwy o'r cyfrannau yn y cwmni**

Nature of control
Natur y rheolaeth

The person holds, directly or indirectly, **75% or more** of the voting rights in the company.

Mae'r person yn dal, yn uniongyrchol neu'n anuniongyrchol, **75% neu fwy o'r hawliau pleidleisio yn y cwmni.**

Statement of Compliance ***Datganiad o Gydymffurfiad:***

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.
Rwy'n cadarnhau y cydymffurfiwyd â gofynion Deddf Cwmnïau 2006 mewn perthynas â chofrestru.:

memorandum delivered by an agent for the subscriber(s): **YES**
Memorandwm wedi'i gyflwyno gan asiant dros y tanysgrifydd/wyr:

Agent's Name: **LLYR JAMES CYF**
Enw'r asiant:

Agent's Address: **25 STRYD Y BONT 25 STRYD Y BONT**
Cyfeiriad yr asiant: **CAERFYRDDIN**
WALES
SA31 3JS

Authorisation ***Awdurdodiad***

Authoriser Designation: **agent**
Dynodiad yr
Awdurdodydd:

Authenticated **YES**
Wedi ei ddilysu

Agent's Name: **LLYR JAMES CYF**
Enw'r asiant:

Agent's Address: **25 STRYD Y BONT 25 STRYD Y BONT**
Cyfeiriad yr asiant: **CAERFYRDDIN**
WALES
SA31 3JS

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of MESEN CYF

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
LOWRI JOHNSTON	Authenticated Electronically
LOWRI JOHNSTON	Authenticated Electronically
LOWRI JOHNSTON	Authenticated Electronically
LOWRI JOHNSTON	Authenticated Electronically
LOWRI JOHNSTON	Authenticated Electronically

Dated: 20/11/2017

CWMNI A CHANDDO GYFALAF CYFRANNAU

Memorandwm cymdeithasu

MESEN CYF

Mae pob tanysgrifiwr i'r memorandwm cymdeithasu hwn yn dymuno ffurfio cwmni o dan Ddeddf Cwmnïau 2006 ac yn cytuno i fod yn aelod o'r cwmni a chymryd o leiaf un gyfran ynddo.

Enw pob tanysgrifiwr	Dilysiad
LOWRI JOHNSTON	Dilyswyd yn Electronig
LOWRI JOHNSTON	Dilyswyd yn Electronig
LOWRI JOHNSTON	Dilyswyd yn Electronig
LOWRI JOHNSTON	Dilyswyd yn Electronig
LOWRI JOHNSTON	Dilyswyd yn Electronig

Dyddiedig: 20/11/2017

Mae hwn yn gyfieithiad ardystiedig o'r memorandwm cymdeithasiad a ddarperir gan y Cofrestrydd Cwmnïau.