

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11126020**

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

**HEYWOOD CAPITAL PARTNERS (SPV1) 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 **28th December 2017**



\* N111260200 \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



*Received for filing in Electronic Format on the:***27/12/2017**

*X6M4XWP5*

*Company Name in full:*

**HEYWOOD CAPITAL PARTNERS (SPV1) LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**39 OSMOND ROAD  
HOVE  
UNITED KINGDOM BN3 1TD**

*Sic Codes:*

**41100**

*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.*

## *Statement of Capital (Share Capital)*

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|                               |                 |                                 |            |
|-------------------------------|-----------------|---------------------------------|------------|
| <i>Class of Shares:</i>       | <b>A</b>        | <i>Number allotted</i>          | <b>100</b> |
|                               | <b>ORDINARY</b> | <i>Aggregate nominal value:</i> | <b>1</b>   |
| <i>Currency:</i>              | <b>GBP</b>      |                                 |            |
| <i>Prescribed particulars</i> |                 |                                 |            |

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

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### **Statement of Capital (Totals)**

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|                  |            |                                       |            |
|------------------|------------|---------------------------------------|------------|
| <i>Currency:</i> | <b>GBP</b> | <i>Total number of shares:</i>        | <b>100</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>1</b>   |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>100</b> |

## *Initial Shareholdings*

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*Name:*           **HEYWOOD CAPITAL  
PARTNERS LTD**

*Class of Shares:*       **A ORDINARY**

*Address*       **39 OSMOND ROAD  
BRIGHTON & HOVE  
EAST SUSSEX  
UNITED KINGDOM  
BN3 1TD**

*Number of shares:*       **100**  
*Currency:*               **GBP**  
*Nominal value of each  
share:*                   **0.01**  
*Amount unpaid:*       **100**  
*Amount paid:*           **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **HEYWOOD CAPITAL PARTNERS LTD**

*Service Address:* **39 OSMOND ROAD  
BRIGHTON & HOVE  
EAST SUSSEX  
UNITED KINGDOM  
BN3 1TD**

*Legal Form:* **LIMITED COMPANY**

*Governing Law:* **UK**

*Register Location:* **COMPANIES HOUSE**

*Country/State:* **ENGLAND**

*Registration Number:* **11107131**

|                          |   |
|--------------------------|---|
| <i>Nature of control</i> | The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.   |
| <i>Nature of control</i> | The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company. |
| <i>Nature of control</i> | The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.              |
| <i>Nature of control</i> | The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.                                    |



## ***Statement of Compliance***

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

*Name:* **HEYWOOD CAPITAL PARTNERS LTD**  
*Authenticated* **YES**

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## ***Authorisation***

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

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of HEYWOOD CAPITAL PARTNERS (SPV1) 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.

| Name of each subscriber      | Authentication               |
|------------------------------|------------------------------|
| heywood capital partners ltd | Authenticated Electronically |

Dated: 27/12/2017