

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7078439

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

FINANCE WALES INVESTMENTS (7) 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/Wales

Given at Companies House on 17th November 2009



N07078439P





	101545/4	50			
In accordance with Section 9 of the Companies Act 2006.	Application to register a company 1 7 NOV 2009	Companies House — to the n. oid —			
	A fee is payable with this form. INCORPORATION Please see 'How to pay' on the last page.				
~	What this form is for You may use this form to register a private or public company. What this form is NOT for You cannot use this form to r a limited liability partnership. this, please use form LL IN01.	*A7U1RF1J* 25 17/11/2009 15 COMPANIES HOUSE			
Part 1	Company details				
		→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless			
A1	Company details	specified or indicated by *			
	Please show the proposed company name below.	① Duplicate names			
Proposed company name in full •	Finance Wates Investments (7) Limited	Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name.			
For official use		More information is available at: www.companieshouse.gov.uk			
A2	Company name restrictions o				
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body. I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.	Ocompany name restrictions A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: www.companieshouse.gov.uk			
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' e				
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative. I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.	Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website: www.companieshouse.gov.uk			
A4	Company type®				
DIC Denortment	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked): Public limited by shares Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital	O Company type If you are unsure of your company's type, please go to our website: www.companieshouse.gov.uk			
BIS Department Innovation &		10/09 Version 2.0			

A5	Situation of registered office •				
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked): England and Wales Wales Scotland Northern Ireland	Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence. For England and Wales companies, the address must be in England or Wales. For Welsh. Scottish or Northern			
		Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.			
A6	Registered office address o				
	Please give the registered office address of your company.	Registered office address You must ensure that the address			
Building name/number	Oakleigh House	shown in this section is consistent with the situation indicated in			
Street	14-16 Park Place	section A5.			
		You must provide an address in England or Wales for companies to			
Post town	Cardiff	be registered in England and Wales.			
County/Region	Cardiff, South Wales	You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.			
Postcode	C F 1 0 3 D Q				
A7	Articles of association				
	Please choose one option only and tick one box only.	● For details of which company type			
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. ✓ Private limited by shares ☐ Private limited by guarantee ☐ Public company	can adopt which model articles, please go to our website: www.companieshouse.gov.uk			
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares Private limited by guarantee Public company				
Option 3	I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.				
A8	Restricted company articles o				
	Please tick the box below if the company's articles are restricted.	Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk			

CHFP000 10/09 Version 2.0

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1	Secretary appointments •		
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5.		
Title*	Mrs		
Full forename(s)	Judi May		
Surname	Oates		
Former name(s) •	Kissack		

Corporate appointments
 For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more
than one secretary, please use
the 'Secretary appointments'
continuation page.

Pormer name(s)
Please provide any previous names
which have been used for business
purposes in the last 20 years.
Married women do not need to give
former names unless previously used
for business purposes.

B2	Secretary's service address ®			
Building name/number	152			
Street	Gifford Close			
	wo Locks			
Post town	Cwmbran			
County/Region	orfaen			
Postcode	P 4 4 7 N Z			
Country	Wales			

Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

В3	Signature o	
	I consent to act as secretary of the proposed company n	amed in Section A1.
Signature	Signature X — Judi Cates	×

OSignature

The person named above consents to act as secretary of the proposed company.

Corporate secretary

C1	Corporate secretary appointments o		
	Please use this section to list all the corporate secretary appointments taken on formation.	Additional appointments If you wish to appoint more than one corporate secretary, please use the	
Name of corporate body/firm		'Corporate secretary appointments' continuation page. Registered or principal address	
Building name/number		This is the address that will appear on the public record. This address	
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or	
Post town		LP (Legal Post in Scotland) number.	
County/Region			
Postcode			
Country			
C2	Location of the registry of the corporate body or firm		
_	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ®		
	Please give details of the register where the tompany file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:	
Where the company/		www.companieshouse.gov.uk	
firm is registered •	701	This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
Registration number	<u> </u>	Directive (OO/131/EEC).	
C 4	Non-EEA companies	•	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	• Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,	
Legal form of the corporate body or firm		you must also provide its number in that register.	
Governing law			
If applicable, where the company/firm is registered 4			
Registration number			
CS	Signature 9	<u>· </u>	
_ /	I consent to act as secretary of the proposed company named in Section A1.	⊙ Signature	
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company.	

Director					
D1	Director appointments •				
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	● Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of			
Title*	Ms				
Full forename(s)	Sian Lloyd	which must be an individual.			
Surname	Jones	Please provide any previous names			
Former name(s)		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used			
Country/State of residence Output Description:	Wales	for business purposes. © Country/State of residence			
Nationality	Welsh	This is in respect of your usual residential address as stated in			
Date of birth	d 1 d 6 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	section D4			
Business occupation (if any) •	Chief Executive	Business occupation If you have a business occupation,			
(II ally) G		please enter here. If you do not, please leave blank.			
		If you wish to appoint more than one director, please use the 'Director appointments' continuation page.			
D2	Director's service address [©]				
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear			
Building name/number	Cornel y Coed	on the public record. This does not have to be your usual residential			
Street	Llanwnog	 address. Please state 'The Company's Registered Office' if your service 			
Post town	Caersws	address will be recorded in the proposed company's register of			
County/Region	Powys	directors as the company's registered office.			
Postcode	S Y 1 7 5 N Z	If you provide your residential address here it will appear on the			
Country	Wales	public record.			
D3	Signature ®	<u> </u>			
	I consent to act as director of the proposed company named in Section A1.	G Signature The person named above consents			
Signature	X Saujares X	to act as director of the proposed company.			

Application to register a company

Director

D1	Director appointments •			
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an		
Title*	Title* Mr			
Full forename(s)	Michael James	appoint at least two directors, one of which must be an individual.		
Surname	Davies	② Former name(s) Please provide any previous names		
Former name(s) 9		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used		
Country/State of residence €	Wales	for business purposes.		
Nationality	Welsh	♦ Country/State of residence This is in respect of your usual		
Date of birth	d 1 d 0 m 1 m 0 y 1 y 9 y 6 y 7	residential address as stated in Section D4		
Business occupation (if any) 6	Banker	Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.		
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.		
D2	Director's service address®			
	Service address This is the address that will appear on the public record. This does not			
Building name/number	11	have to be your usual residential address.		
Street	Beatty Avenue	Please state 'The Company's		
	Roath Park	Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered		
Post town	Cardiff			
County/Region	Cardiff	office.		
Postcode	C F 2 3 5 D Q	If you provide your residential address here it will appear on the		
Country	Wales	public record.		
D3	Signature ®			
	I consent to act as director of the proposed company named in Section A1.	6 Signature The person named above consents		
Signature	Signature X	to act as director of the proposed company.		

In accordance with Section 9 of the Companies Act 2006.

INO1 — continuation page Application to register a company

Director

D1	Director appointments •			
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an individual. Public companies must		
Title*	Mr			
Full forename(s)	Peter	appoint at least two directors, one of which must be an individual.		
Surname	Wright	● Former name(s) Please provide any previous names		
Former name(s)		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.		
Country/State of residence •	UK	Country/State of residence		
Nationality	British	This is in respect of your usual residential address as stated in		
Date of birth	d 2 d 7 m 0 m 4 y 1 y 9 y 5 y 1	Section D4.		
Business occupation (if any) •	Investment Director	Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.		
D2	Director's service address Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	Service address This is the address that will appear		
	usual residential address in Section D4.	This is the address that will appear on the public record. This does not		
Building name/number	Little Wibdon	have to be your usual residential address.		
Street	Stroat	Please state 'The Company's		
		Registered Office' if your service address will be recorded in the		
Post town	Chepstow	proposed company's register of directors as the company's registered		
County/Region	Gloucestershire	office.		
Postcode	N P 1 6 7 L P	If you provide your residential address here it will appear on the		
Country	England	public record.		
D3	Signature @			
	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents		
Signature	Signature X	to act as director of the proposed company.		

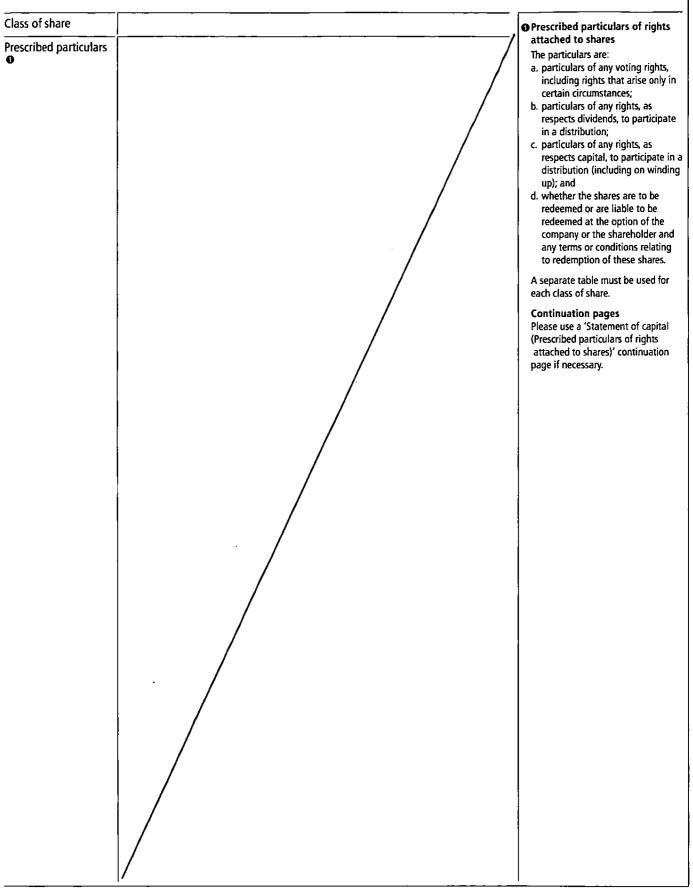
Application to register a company

Corporate director

E1	Corporate director appointments •				
Name of corporate body or firm					
Building name/number		Registered or principal address			
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be			
Post town		a BO box number (unless contained within a full address), DX number or			
County/Region		LP (Legal Post in Scotland) number.			
Postcode					
Country					
E2	Location of the registry of the corporate body or firm				
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only				
E3	EEA companies ®				
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	• EEA A full list of countries of the EEA can be found in our guidance:			
Where the company/	\(\text{\rightarrow} \)	www.companieshouse.gov.uk			
firm is registered 🗗		This is the register mentioned in Article 3 of the First Company Law			
Registration number	L 20	Directive (68/151/EEC).			
E4	Non-EEA companies				
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.			
Legal form of the corporate body or firm					
Governing law					
If applicable, where the company/firm is registered •					
If applicable, the registration number					
E5	Signature ®				
	I consent to act as director of the proposed company named in Section A1.	⊙ Signature			
Signature	Signature X	The person named above consents to act as corporate director of the proposed company.			

Part 3	Statement	of capital				
		y have share capital?				
		nplete the sections beloe to Part 4 (Statement				
F1	1	n pound sterling (l		
Please complete the t	able below to show	each class of shares he				
Class of shares (E.g. Ordinary/Preference et		Amount paid up on each share •	Amount (if any) unpaid on each share	Number of share	s 0	Aggregate nominal value €
Ordinary		£1.00	nil	50000		£ 50000
						£
						£
					-	£
			Totals	50000		£ 50000
F2	Share capital in	n other currencies	•	•		
Please complete the t Please complete a sep		any class of shares held currency.	d in other currencies.			
Currency						
Class of shares (E.g. Ordinary/Preference etc.)		Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares Aggregate nomina		Aggregate nominal value 8
<u> </u>			Totals	1		
Currency		A		N	. 0	
Class of shares (E.g. Ordinary/Preference et	c.)	Amount paid up on each share ①	Amount (if any) unpaid on each share	Number of share		Aggregate nominal value
	<u>.</u>					
		 	Totals			
F3	Totals				,	
<u> </u>	Please give the tot issued share capita		d total aggregate nominal	value of	Please li	ggregate nominal value st total aggregate values in
Total number of shares						t currencies separately. For :: £100 + €100 + \$10 etc.
Total aggregate nominal value 9					·	
 Including both the nom share premium. Total number of issued 		Number of shares issue nominal value of each	share. Plea	ntinuation Pages ase use a Stateme je if necessary.		al continuation

F4	Statement of capital (Prescribed particulars of rights attached to shares)					
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2 .	OPrescribed particulars of rights attached to shares				
Class of share	Ordinary	The particulars are: a. particulars of any voting rights,				
Prescribed particulars •	All shares have equal rights.	including rights that arise only in certain circumstances; b. particulars of any rights, as				
	Voting: One Share = One Vote.	respects dividends, to participate in a distribution; c. particulars of any rights, as				
	Dividends: All Shares Have Equal Rights to Distribution of Dividends.	respects capital, to participate in a distribution (including on winding up); and				
	Full Particulars of Rights Attached to Shares are Detailed in The Company's Articles of Association.	up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.				



Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital. Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

subscribers' usual residential address.				continuation page if necessary.		
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Finance Wales plc	Ordinary	50000	Pound Sterling (£)	£1.00	Nil	£50,000
Oakleigh House 14-16 Park Place Cardiff CF10 3DQ						
Name			_			
Address						
Name						
Address						
Name						
Address						
Name						
Address						
	<u> </u>					
<u> </u>			-		I EPOOD	1

Application to register a company Part 4 Statement of guarantee Is your company limited by guarantee? → Yes Complete the sections below. → No Go to Part 5 (Statement of compliance). G1 Subscribers Please complete this section if you are a subscriber of a company limited by **O** Name guarantee. The following statement is being made by each and every person Please use capital letters. named below. Address The addresses in this section will I confirm that if the company is wound up while I am a member, or within appear on the public record. They do not have to be the subscribers' usual one year after I cease to be a member, I will contribute to the assets of the residential address. company by such amount as may be required for: Amount guaranteed payment of debts and liabilities of the company contracted before I Any valid currency is permitted. cease to be a member; Continuation pages payment of costs, charges and expenses of winding up, and; Please use a 'Subscribers' adjustment of the rights of the contributors among ourselves, continuation page if necessary. not exceeding the specified amount below. Subscriber's details Forename(s) • Surname 0 Address @ Postcode Amount guaranteed 9 Subscriber's details Forename(s) • Surname • Address € Postcode Amount guaranteed € Subsefiber's details Forename(s) • Surname • Address @ Postcode Amount guaranteed €

IN01

	Subscriber's details	• Name
Forename(s) •		Please use capital letters.
Surname •		Address The addresses in this section will
Address 9		appear on the public record. They do
Addiess		not have to be the subscribers' usual residential address.
Postcode		Amount guaranteed Any valid currency is permitted.
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary.
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		
	Subscriber's details	
Forename(s) •	<i>y</i> /	
Surname •		
Address •	aus	
	of the state of th	
Postcode		
Amount guaranteed •	7	
	Subscriber's details	
Forename(s) •		
Surname •		
Address @		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 2		
Postcode ,		
Amount guaranteed •		
	I	

Statement of compliance Part 5 This section must be completed by all companies. Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers). → Yes Go to Section H2 (Statement of compliance delivered by an agent). H1 Statement of compliance delivered by the subscribers • • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association. Every subscriber to the memorandum of association must sign the statement of compliance. I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. Subscriber's signature Signature X X Subscriber's signature Subscriber's signature X X Signature Subscriber's signature X X Subscriber's signature X X Subscriber's signature X Subscriber's signature X X Subscriber's signature Signature X

Subscriber's signature	_Signature X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.	
Subscriber's signature	Signature X	- · · · · · · · · · · · · · · · · · · ·	
Subscriber's signature	Signature X	- <	
Subscriber's signature	Signature X	K	
H2	Statement of compliance delivered by an agent	- /	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.		
Agent's name			
Building name/number			
Street	av consider	-	
Post town	, M	-	
County/Region	Not	-	
Postcode			
Country	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	-	
Agent's signature	Mignature X	- (

Application to register a company

•

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Judi Oates
Company name Finance Wales plc
Address Oakleigh House
14-16 Park Place
Post town Cardiff
County/Region Cardiff
Postcode C F 1 0 3 D Q
Country Wales
DX
Telephone 02920338196

✓ Certificate *

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- At the registered office address (Given in Section A6).At the agents address (Given in Section H2).
- ✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in quidance on our website.
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☑ The document has been signed, where indicated.
- All relevant attachments have been included.
- ☑ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

E How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS. DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

i Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

TO BE COURCIET

MEMORANDUM OF ASSOCIATION

OF

FINANCE WALES INVESTMENTS (7) 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

Finance Wales plc Oakleigh House 14-16 Park Place Cardiff CF10 3DQ Authentication of each Subscriber

Sian Lloyd Jones

Director

Finance Wales plc

Michael Davies Company Secretary Finance Wales plc

Dated: IIth November 2009