

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7666054

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

APIS ASSET MANAGEMENT LTD

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 10th June 2011



N07666054L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 10/06/2011



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*Company Name
in full:* **APIS ASSET MANAGEMENT LTD**

Company Type: **Private limited by shares**

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

*Proposed Register
Office Address:* **33 THROGMORTON STREET
LONDON EC2N 2BR
UNITED KINGDOM
EC2N 2BR**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director **1**

Type: **Person**

Full forename(s): **MR JONATHAN MICHAEL**

Surname: **BLAIR-SLOAN**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **09/11/1968**

Nationality: **BRITISH**

Occupation: **FUND MANAGEMENT**

Consented to Act: **Y**

Date authorised: **10/06/2011**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	PREFERENCE	<i>Number allotted</i>	3000
		<i>Aggregate nominal value</i>	3000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

ALL SHARES TO BE FULLY PAID UP 1.—(1) NO SHARE IS TO BE ISSUED FOR LESS THAN THE AGGREGATE OF ITS NOMINAL VALUE AND ANY PREMIUM TO BE PAID TO THE COMPANY IN CONSIDERATION FOR ITS ISSUE. (2) THIS DOES NOT APPLY TO SHARES TAKEN ON THE FORMATION OF THE COMPANY BY THE SUBSCRIBERS TO THE COMPANY'S MEMORANDUM. POWERS TO ISSUE DIFFERENT CLASSES OF SHARE 2.—(1) SUBJECT TO THE ARTICLES, BUT WITHOUT PREJUDICE TO THE RIGHTS ATTACHED TO ANY EXISTING SHARE, THE COMPANY MAY ISSUE SHARES WITH SUCH RIGHTS OR RESTRICTIONS AS MAY BE DETERMINED BY ORDINARY RESOLUTION. (2) THE COMPANY MAY ISSUE SHARES WHICH ARE TO BE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER, AND THE DIRECTORS MAY DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF ANY SUCH SHARES. COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS 3. EXCEPT AS REQUIRED BY LAW, NO PERSON IS TO BE RECOGNISED BY THE COMPANY AS HOLDING ANY SHARE UPON ANY TRUST, AND EXCEPT AS OTHERWISE REQUIRED BY LAW OR THE ARTICLES, THE COMPANY IS NOT IN ANY WAY TO BE BOUND BY OR RECOGNISE ANY INTEREST IN A SHARE OTHER THAN THE HOLDER'S ABSOLUTE OWNERSHIP OF IT AND ALL THE RIGHTS ATTACHING TO IT. SHARE CERTIFICATES 4.—(1) THE COMPANY MUST ISSUE EACH SHAREHOLDER, FREE OF CHARGE, WITH ONE OR MORE CERTIFICATES IN RESPECT OF THE SHARES WHICH THAT SHAREHOLDER HOLDS. (2) EVERY CERTIFICATE MUST SPECIFY— (A) IN RESPECT OF HOW MANY SHARES, OF WHAT CLASS, IT IS ISSUED; (B) THE NOMINAL VALUE OF THOSE SHARES; (C) THAT THE SHARES ARE FULLY PAID; AND (D) ANY DISTINGUISHING NUMBERS ASSIGNED TO THEM. (3) NO CERTIFICATE MAY BE ISSUED IN RESPECT OF SHARES OF MORE THAN ONE CLASS. (4) IF MORE THAN ONE PERSON HOLDS A SHARE, ONLY ONE CERTIFICATE MAY BE ISSUED IN RESPECT OF IT. (5) CERTIFICATES MUST— (A) HAVE AFFIXED TO THEM THE COMPANY'S COMMON SEAL, OR (B) BE OTHERWISE EXECUTED IN ACCORDANCE WITH THE COMPANIES ACTS. (3) THE COMPANY MAY RETAIN ANY INSTRUMENT OF TRANSFER WHICH IS REGISTERED. (4) THE TRANSFEROR REMAINS THE HOLDER OF A SHARE UNTIL THE TRANSFEREE'S NAME IS ENTERED IN THE REGISTER OF MEMBERS AS HOLDER OF IT. (5) THE DIRECTORS MAY REFUSE TO REGISTER THE TRANSFER OF A SHARE, AND IF THEY DO SO, THE INSTRUMENT OF TRANSFER MUST BE RETURNED TO THE TRANSFEREE WITH THE NOTICE OF REFUSAL UNLESS THEY SUSPECT THAT THE PROPOSED TRANSFER MAY BE FRAUDULENT. TRANSMISSION OF SHARES 27.—(1) IF TITLE TO A SHARE PASSES TO A TRANSMITTEE, THE COMPANY MAY ONLY RECOGNISE THE TRANSMITTEE AS HAVING ANY TITLE TO THAT SHARE. (2) A TRANSMITTEE WHO PRODUCES SUCH EVIDENCE OF ENTITLEMENT TO SHARES AS THE DIRECTORS MAY PROPERLY REQUIRE— (A) MAY, SUBJECT TO THE ARTICLES, CHOOSE EITHER TO BECOME THE HOLDER OF THOSE SHARES OR TO HAVE THEM TRANSFERRED TO ANOTHER PERSON, AND (B) SUBJECT TO THE ARTICLES, AND PENDING ANY TRANSFER OF THE SHARES TO ANOTHER PERSON, HAS THE SAME RIGHTS AS THE HOLDER HAD. (3) BUT TRANSMITTEES DO NOT HAVE THE RIGHT TO ATTEND OR VOTE AT A GENERAL MEETING, OR AGREE TO A PROPOSED WRITTEN RESOLUTION, IN RESPECT OF SHARES TO WHICH THEY ARE ENTITLED, BY REASON OF THE HOLDER'S DEATH OR BANKRUPTCY OR OTHERWISE, UNLESS THEY BECOME THE HOLDERS OF THOSE SHARES. EXERCISE OF TRANSMITTEES' RIGHTS 28.—(1) TRANSMITTEES WHO WISH TO BECOME THE HOLDERS OF SHARES TO WHICH THEY HAVE BECOME ENTITLED MUST NOTIFY THE COMPANY IN WRITING OF THAT WISH. (2) IF THE TRANSMITTEE WISHES TO HAVE A SHARE TRANSFERRED TO ANOTHER PERSON, THE TRANSMITTEE MUST EXECUTE AN INSTRUMENT OF TRANSFER IN RESPECT OF IT. (3) ANY TRANSFER MADE OR EXECUTED UNDER THIS ARTICLE IS TO BE TREATED AS IF IT WERE MADE OR EXECUTED BY THE PERSON FROM WHOM THE TRANSMITTEE HAS DERIVED RIGHTS IN RESPECT OF THE SHARE, AND AS IF THE EVENT WHICH GAVE RISE TO THE TRANSMISSION HAD NOT OCCURRED.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	3000
		<i>Total aggregate nominal value</i>	3000

Initial Shareholdings

Name: JONATHAN BLAIR-SLOAN

Address: 22 FENGATES ROAD
REDHILL
SURREY
UNITED KINGDOM
RH1 6AH

Class of share: PREFERENCE

Number of shares: 3000

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

Name: JONATHAN BLAIR-SLOAN

Authenticated: YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of APIS ASSET MANAGEMENT LTD

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
Jonathan Blair-Sloan	Authenticated Electronically

Dated: 10/06/2011