

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8381410

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

HEALTH PROTECT 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 30th January 2013



N08381410C



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: 30/01/2013



X214K3JT

<i>Company Name in full:</i>	HEALTH PROTECT LIMITED
<i>Company Type:</i>	Private limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Register Office Address:</i>	. LAURENCE POUNTNEY HILL LONDON UNITED KINGDOM EC4R 0HH

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

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **AFUA**

Surname: **GHARBAN**

Former names:

Service Address recorded as Company's registered office

Consented to Act: **Y** *Date authorised:* **30/01/2013** *Authenticated:* **YES**

Company Director 1

Type: **Person**
Full forename(s): **MR ROBERT**

Surname: **WATTS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **14/07/1955** Nationality: **BRITISH**

Occupation: **CHIEF OPERATING OFFICER**

Consented to Act: **Y** Date authorised: **30/01/2013** Authenticated: **YES**

Company Director 2

Type: **Person**
Full forename(s): **MR DAVID**

Surname: **PRIESTLEY**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **14/02/1972** Nationality: **BRITISH**

Occupation: **INSURANCE (SALES
MANAGEMENT)**

Consented to Act: **Y** Date authorised: **30/01/2013** Authenticated: **YES**

Statement of Capital (Share Capital)

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

Prescribed particulars

MEMBERS SHALL HAVE ONE VOTE PER SHARE ON A SHOW OF HANDS AND ONE VOTE PER SHARE ON POLL. A RESOLUTION PUT TO THE VOTE OF A GENERAL MEETING MUST BE DECIDED ON A SHOW OF HANDS UNLESS A POLL IS DULY DEMANDED IN ACCORDANCE WITH THE ARTICLES. THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS AND THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. A DIVIDEND MUST NOT BE DECLARED UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT. SUCH A DIVIDEND MUST NOT EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. NO DIVIDEND MAY BE DECLARED OR PAID UNLESS IT IS IN ACCORDANCE WITH SHAREHOLDERS RESPECTIVE RIGHTS. UNLESS THE SHAREHOLDERS' RESOLUTION TO DECLARE OR DIRECTORS' DECISION TO PAY A DIVIDEND, OR THE TERMS ON WHICH SHARES ARE ISSUED, SPECIFY OTHERWISE, IT MUST BE PAID BY REFERENCE TO EACH SHAREHOLDERS HOLDING OR SHARES ON THE DATE OF THE RESOLUTION OR DECISION TO DECLARE OR PAY IT. IF THE COMPANY'S SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, NO INTERIM DIVIDEND MAY BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREARS. THE DIRECTORS MAY PAY AT INTERVALS ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT THE PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. IF THE DIRECTORS ACT IN GOOD FAITH, THEY DO NOT INCUR ANY LIABILITY TO THE HOLDERS OF THE SHARES CONFERRING PREFERRED RIGHTS FOR ANY LOSS THEY MAY SUFFER BY THE LAWFUL PAYMENT OF AN INTERIM DIVIDEND OR ON SHARES WITH DEFERRED OR NON-PREFERRED RIGHTS. SUBJECT TO THE TERMS OF ISSUE OF THE SHARE IN QUESTION, THE COMPANY MAY, BY ORDINARY RESOLUTION ON THE RECOMMENDATION OF THE DIRECTORS DECIDE TO PAY ALL OR PART OF A DIVIDEND OR OTHER DISTRIBUTION PAYABLE IN RESPECT OF A SHARE BY TRANSFERRING NON-CASH ASSETS OF EQUIVALENT VALUE (INCLUDING WITHOUT LIMITATION, SHARES OR OTHER SECURITIES IN ANY COMPANY). FOR THE PURPOSES OF PAYING A NON-CASH DISTRIBUTION, THE DIRECTORS MAY MAKE WHATEVER ARRANGEMENTS THEY THINK FIT, INCLUDING WHERE ANY DIFFICULTIES ARISES REGARDING THE DISTRIBUTION – A) FIXING THE VALUE OF THE ASSETS (B) PAYING CASH TO ANY DISTRIBUTION RECIPIENT ON THE BASIS OF THAT VALUE IN ORDER TO ADJUST THE RIGHTS OF THE RECIPIENT; AND (C) VESTING ANY ASSETS IN TRUSTEES. DISTRIBUTION RECIPIENTS MAY WAIVE THEIR ENTITLEMENT TO A DIVIDEND OR OTHER DISTRIBUTION PAYABLE IN RESPECT OF A SHARE BY GIVING THE COMPANY NOTICE IN WRITING TO THAT EFFECT, BUT IF - (A) THE SHARE HAS MORE THAN ONE HOLDER, OR (B) MORE THAN ONE PERSON IS ENTITLED TO THE SHARE, WHETHER BY REASON OF THE DEATH OR BANKRUPTCY OF ONE OR MORE JOINT HOLDERS, OR OTHERWISE, THE NOTICE IS NOT EFFECTIVE UNLESS IT IS EXPRESSED TO BE GIVEN, AND SIGNED, BY ALL THE HOLDERS OR PERSONS OTHERWISE ENTITLED TO THE SHARE. THE COMPANY MAY ISSUE SHARES WHICH ARE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE

Statement of Capital (Totals)

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

Initial Shareholdings

Name: PRUDENTIAL HEALTH HOLDINGS
LIMITED

Address: . LAURENCE POUNTNEY HILL
LONDON
UNITED KINGDOM
EC4R 0HH

Class of share: ORDINARY

Number of shares: 1

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: PRUDENTIAL HEALTH

Authenticated: HOLDINGS LIMITED
YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of HEALTH PROTECT 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
Prudential Health Holdings Limited	Authenticated Electronically

Dated: 30/01/2013