

### **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8890536

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

# GLOUCESTERSHIRE AND REPUBLIC OF KOREA AMITY LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on 12th February 2014



\*N08890536Q\*





In accordance with **IN01** Section 9 of the Companies Act 2006 Application to register a compa anies House A fee is payable with this form Please see 'How to pay' on the last page 12/02/2014 COMPANIES HOUSE  $\mathbf{X}$  What this form is NOT for What this form is for \*A311QMNM\* You may use this form to register a You cannot use this form to #175 05/02/2014 private or public company a limited liability partnership COMPANIES HOUSE this, please use form LL IN01 \*A2ZU2P1T\* #3 A20 18/01/2014 **COMPANIES HOUSE** Part 1 **Company details A1** Company name → Filling in this form Please complete in typescript or in To check if a company name is available use our WebCHeck service and select bold black capitals the 'Company Name Availability Search' option All fields are mandatory unless specified or indicated by \* www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted Please show the proposed company name below A list of registered names can Proposed company be found on our website There Gloucestershire and Republic of Korea Amity Limited are various rules that may affect name in full 0 your choice of name. More information on this is available in 8890536 For official use our guidance booklet GP1 at www.companieshouse.gov.uk **A2** Company name restrictions o Please tick the box only if the proposed company name contains sensitive Company name restrictions A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body consent can be found in our I confirm that the proposed company name contains sensitive or restricted guidance booklet GP1 at www.companieshouse.gov.uk 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 **A3** Exemption from name ending with 'Limited' or 'Cyfyngedig' o O Name ending exemption Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative specific requirements are eligible to apply for this. For more details, I confirm that the above proposed company meets the conditions for please go to our website exemption from the requirement to have a name ending with 'Limited', www.companieshouse.gov.uk 'Cyfyngedig' or permitted alternative Company type o O Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website Public limited by shares www.companieshouse.gov.uk Private limited by shares  $\square$ Private limited by guarantee Private unlimited with share capital Private unlimited without share capital CHFP000

05/12 Version 5 0

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A5	Situation of registered office o			
	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	● Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence		
	Scotland Northern Ireland	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	Brecon House	shown in this section is consistent with the situation indicated in		
Street	Charlton Hill	section A5		
Post town	Cheltenham	You must provide an address in England or Wales for companies to be registered in England and Wales. You must provide an address in		
County/Region				
Postcode	Gloucestershire  G L 5 3 9 N E	Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively		
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 05/12 Version 5 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.	• Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname Former name(s)    O		If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page
		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/numbe	T .	Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's
County/Region		Registered Office' if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
B3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1	O Signature The person named above consents
Signature	Signature X	to act as secretary of the proposed company

Application to register a 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
Building name/number		Registered or principal address 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
Post town		within a full address), DX number or 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 <sup>②</sup>	
	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/ firm is registered •		This is the register mentioned in Article 3 of the First Company Law  Office (1951)
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	<del></del>
	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
Legal form of the corporate body or firm		the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company
		1

# 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*	Mr	individual Public companies must appoint at least two directors, one of
Full forename(s)	Jonathan Francis	which must be an individual
Surname	Kırby	◆ 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
Country/State of residence €	United Kingdom	for business purposes
Nationality	British	Ocuntry/State of residence This is in respect of your usual
Date of birth	<sup>d</sup> 0 <sup>d</sup> 5 <sup>m</sup> 1 <sup>m</sup> 0 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 5 <sup>y</sup> 4	residential address as stated in section D4
Business occupation (if any) •	Solicitor	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®	
	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	The Company's registered office	on the public record. This does not have to be your usual residential.
Street		address  Please state 'The Company's  Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature <sup>©</sup>	!
	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
Signature	X Butther King X	The person named above consents 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*	Mr	individual Public companies must appoint at least two directors, one of
Full forename(s)	Huw Dewi	which must be an individual
Surname	Evans	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 9	United Kingdom	for business purposes  Country/State of residence
Nationality	British	This is in respect of your usual residential address as stated in
Date of birth	d3 d1 TO T1 y1 y9 y4 y9	Section D4
Business occupation (if any) •	Director	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   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	The Company's registered office	on the public record. This does not have to be your usual residential.
Street		address
		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office
Postcode		If you provide your residential
Country		address here it will appear on the public record
D3	Signature <sup>O</sup>	
	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
Signature	Signature X	The person named above consents to act as director of the proposed company

# INO1

Application to register a company

## **Corporate director**

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	• Additional appointments
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page
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 PO 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	1
	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/ firm is registered <b>9</b>		www.companieshouse.gov.uk  This is the register mentioned in
Registration number		Article 3 of the First Company Law 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,
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 •		
If applicable, the registration number		
E5	Signature <sup>©</sup>	
	I consent to act as director of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company
		I

Application to register a company **Statement of capital** Part 3 Does your company have share capital? → Yes Complete the sections below → No Go to Part 4 (Statement of guarantee). Share capital in pound sterling (£) Please complete the table below to show each class of shares held in pound sterling If all your issued capital is in sterling, only complete Section F1 and then go to Section F4 Aggregate nominal value 😉 Class of shares Amount paid up on Amount (if any) unpaid Number of shares **②** (E g Ordinary/Preference etc.) each share 0 on each share O £ £ £ £ **Totals** £ F2 Share capital in other currencies Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency Currency Aggregate nominal value 6 Class of shares Amount paid up on Amount (if any)\_unpaid Number of shares 2 (E.g. Ordinary/Preference etc.) each share O on each share • Totals Currency Class of shares Aggregate nominal value 😉 Number of shares 2 Amount paid up on Amount (if any) unpaid (E g Ordinary/Preference etc) each share 0 on each share • **Totals** F3 **Totals** Please give the total number of shares and total aggregate nominal value of O Total aggregate nominal value issued share capital Please list total aggregate values in different currencies separately For Total number of shares example £100 + €100 + \$10 etc Total aggregate nominal value O • Including both the nominal value and any Number of shares issued multiplied by **Continuation Pages** Please use a Statement of Capital continuation share premium nominal value of each share

**IN01** 

**②** Total number of issued shares in this class.

page if necessary

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		The particulars are a particulars of any voting rights,
Class of share  Prescribed particulars  •	of share shown in the statement of capital share tables in sections in that is	The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding 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

Class of share  Prescribed particulars    O	The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding 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
Prescribed particulars	The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding 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
	Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

ī	1
	_

### 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 necess				e it necessary			
Subscriber's details		Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name	-	-					
Address			<u></u>	<u> </u>			
			<u> </u>				
				!			
Name							
Address							
			]		1		
Name			1				
Address							
Name							
Address							
Name	- 1.1 - 1.1						
Address							
<del></del>			1	<u> </u>		<del></del>	

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	<b>O</b> Name
	guarantee The following statement is being made by each and every person named below	Please use capital letters  O Address The addresses in this section will
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for	appear on the public record They do not have to be the subscribers' usual residential address
	payment of debts and liabilities of the company contracted before I cease to be a member.	Amount guaranteed     Any valid currency is permitted
	<ul> <li>payment of costs, charges and expenses of winding up, and,</li> <li>adjustment of the rights of the contributors among ourselves,</li> <li>not exceeding the specified amount below</li> </ul>	Continuation pages Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	-
Forename(s) •	Huw Dewi	_
Surname •	Evans	_
Address <b>2</b>	Brecon House	_
	Charlton Hill	_
Postcode	G L 5 3 9 N E	
Amount guaranteed 9	£1	<b>-</b>
- <del>-</del>	Subscriber's details	
Forename(s) •	Christopher Herbert	
Surname •	Ryland	
Address •	Stanley House	
	Selsley West	
Postcode	G L 5 5 L J	
Amount guaranteed €	£1	
	Subscriber's details	
Forename(s) 💿		
Surname •		_
Address <b>②</b>		-
Postcode		
Amount guaranteed®		-

	Subscriber's details	<b>●</b> Name
Forename(s) •		Please use capital letters
Surname <b>0</b>		O Address The addresses in this section will
Address •		appear on the public record They do not have to be the subscribers' usua residential address
Postcode		Amount guaranteed     Any valid currency is permitted
Amount guaranteed •		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		.
Surname •		.
Address •		.
Proceeds.	<u> </u>	
Postcode		-
Amount guaranteed •		
	Subscriber's details	
Forename(s) •		.
Surname •		.
Address •		
Postcode		
Amount guaranteed 9		
	Subscriber's details	•
Forename(s) •		
Surname •		•
Address 🛛		•
		•
Postcode		
Amount guaranteed 9		•
	Subscriber's details	•
Forename(s) •		•
Surname •		•
Address <b>0</b>		`
		`
Postcode		
	, , , , , , , , , , , , , , , , , , , ,	

### 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) 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 Signature Subscriber's signature X X Signature Subscriber's signature X X Subscriber's signature X X Signature Subscriber's signature X X

Subscriber's signature	Signature	×	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	×	
Subscriber's signature	Signature	X	
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	Jonathan Kırby		
Building name/number	The Old Saddlery		
Street	Deer Park Business Centre		
	Eckington		
Post town	Pershore		
County/Region	Worcestershire		
Postcode	W R 1 0 3 D N		
Country	United Kingdom		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	n	
Agent's signature	X Bratter Kery	×	

Application to register a company

#### **Presenter information** Important information You do not have to give any contact information, but if Please note that all information on this form you do it will help Companies House if there is a query will appear on the public record, apart from on the form. The contact information you give will be information relating to usual residential visible to searchers of the public record addresses Jonathan Kirby How to pay J F Kirby Solicitor A fee is payable on this form Make cheques or postal orders payable to 'Companies House' For information on fees, go The Old Saddlery to www.companieshouse.gov.uk Deer Park Business Centre Where to send **Eckington** Post town You may return this form to any Companies House Pershore address, however for expediency we advise you to County/Regio Worcestershire return it to the appropriate address below Postcode WIR D For companies registered in England and Wales Country The Registrar of Companies, Companies House, United Kingdom Crown Way, Cardiff, Wales, CF14 3UZ DX DX 33050 Cardiff 01386 751760 For companies registered in Scotland Certificate The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, We will send your certificate to the presenters address 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF (shown above) or if indicated to another address DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post) ☐ At the registered office address (Given in Section A6) ☐ At the agents address (Given in Section H2) For companies registered in Northern Ireland The Registrar of Companies, Companies House, Checklist Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG We may return forms completed incorrectly or DX 481 N R Belfast 1 with information missing Section 243 exemption Please make sure you have remembered the If you are applying for, or have been granted a section following: 243 exemption, please post this whole form to the You have checked that the proposed company name is different postal address below available as well as the various rules that may affect The Registrar of Companies, PO Box 4082, your choice of name More information can be found Cardiff, CF14 3WE in guidance on our website ☐ If the name of the company is the same as one **Further information** already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) For further information, please see the guidance notes Regulations 2008, please attach consent on the website at www companieshouse gov uk ☐ You have used the correct appointment sections or email enquiries@companieshouse gov uk ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a This form is available in an full service address), DX or LP (Legal Post in Scotland) number alternative format. Please visit the □ The document has been signed, where indicated forms page on the website at □ All relevant attachments have been included ☐ You have enclosed the Memorandum of Association www.companieshouse.gov.uk

You have enclosed the correct fee

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Gloucestershire and Republic of Korea Amity 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

Name of each subscriber

Authentication by each subscriber

Machine Confidence

Journalise Certy

Huw Dewi Evans

Jonathan Francis Kirby

Dated 31 Tanucy 2014