

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9294380**

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

VALLEY TOPCO 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 **4th November 2014**



N09294380M

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

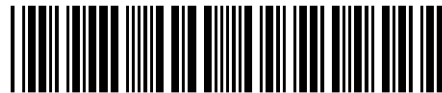


Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 03/11/2014



X3JWD7V4

*Company Name
in full:*

VALLEY TOPCO LTD

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**C/O WEIGHT PARTNERS CAPITAL LLP
114 - 116 ROCHESTER ROW
LONDON
UNITED KINGDOM
SW1P 1JQ**

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

Company Director ***I***

Type: **Person**

Full forename(s): **MR JAMES DOMINIC**

Surname: **WEIGHT**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **09/04/1965** *Nationality:* **BRITISH**

Occupation: **INVESTMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **04/11/2014** *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 per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

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

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: JAMES WEIGHT

Address: 10 ALAN ROAD
LONDON
UNITED KINGDOM
SW19 7PT

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.

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **DAVID JOLLY**

Agent's Address: **133 VAUXHALL STREET
LONDON
UNITED KINGDOM
SE11 5LL**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **DAVID JOLLY**

Agent's Address: **133 VAUXHALL STREET
LONDON
UNITED KINGDOM
SE11 5LL**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of VALLEY TOPCO 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
James Weight	Authenticated Electronically

Dated: 03/11/2014