

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **10305471**

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

KEA142 PHG 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 **1st August 2016**



* N103054718 *



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:***29/07/2016**

X5C8WNWW

Company Name in full:

KEA142 PHG LTD.

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**THE PICASSO BUILDING CALDERVALE ROAD
WAKEFIELD
WEST YORKSHIRE
UNITED KINGDOM WF1 5PF**

Sic Codes:

64209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Corporate**

Name: **SL24 LTD.**

Principal / Business Address: **THE PICASSO BUILDING CALDERVALE ROAD
WAKEFIELD
WEST YORKSHIRE
UNITED KINGDOM WF1 5PF**

European Economic Area (EEA) Company

Register Location: **ENGLAND**

Registration Number: **5139863**

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director 1

Type: **Person**

Full Forename(s): **MR JOCHEN**

Surname: **HUELS**

Service Address: **AMALIENSTR. 71
MUNICH
GERMANY 80799**

Country/State Usually Resident: **GERMANY**

Date of Birth: ****/06/1967** *Nationality:* **GERMAN**

Occupation: **MANAGER**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	10
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE 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>	10
		<i>Total aggregate nominal value:</i>	10
		<i>Total aggregate unpaid:</i>	10

Initial Shareholdings

<i>Name:</i>	COMPANEA BETEILIGUNGS GMBH	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	AMALIENSTR. 71 MUNICH GERMANY 80799	<i>Number of shares:</i>	10
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **JOCHEN HUELS**

*Country/State Usually
Resident:* **GERMANY**

Date of Birth: ****/06/1967** *Nationality:* **GERMAN**

Service Address: **AMALIENSTR. 71
MUNICH
GERMANY
80799**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **JOCHEN HUELS**

Country/State Usually Resident: **GERMANY**

Date of Birth: ****/06/1967** *Nationality:* **GERMAN**

Service Address: **AMALIENSTR. 71
MUNICH
GERMANY
80799**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

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

Name: **COMPANEA BETEILIGUNGS GMBH**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

KEA142 PHG 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(s) of Subscriber(s)

Date: 29 July 2016

COMPANEA BETEILIGUNGS GMBH - Authorised Electronically