

FILE COPY



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

Company Number **10346090**

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

ORBIS BENELUX 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 **25th August 2016**



* N10346090A *



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: **24/08/2016**

X5E286TU

<i>Company Name in full:</i>	ORBIS BENELUX LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	15 ALEXANDRA CORNICHE HYTHE UNITED KINGDOM CT21 5RW
<i>Sic Codes:</i>	74990

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **EDWARD**

Surname: **DE HESSELLE**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **NETHERLANDS**

Resident:

Date of Birth: ****/07/1976** *Nationality:* **DUTCH**

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>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

**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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	100

Initial Shareholdings

Name: **ORBIS BENELAX HOLDING
LIMITED**

Address **15 ALEXANDRA CORNICHE
HYTHE
UNITED KINGDOM
CT21 5RW**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **100**

Amount paid: **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

Relevant Legal Entity (RLE) details

Company Name: **OSTREA PARTICIPATIONS LIMITED**

Service Address: **15 ALEXANDRA CORNICHE
HYTHE
UNITED KINGDOM
CT21 5RW**

Legal Form: **COMPANIES ACT 2006**

Governing Law: **LIMITED**

Register Location: **COMPANIES HOUSE**

Country/State: **UNITED KINGDOM**

Registration Number: **9438960**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the company.
<i>Nature of control</i>	The relevant legal entity 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.

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

Agent's Name: **OSTREA CORPORATE SERVICE UK**

Agent's Address: **15 ALEXANDRA CORNICHE
HYTHE
UNITED KINGDOM
CT21 5RW**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **OSTREA CORPORATE SERVICE UK**

Agent's Address: **15 ALEXANDRA CORNICHE
HYTHE
UNITED KINGDOM
CT21 5RW**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ORBIS BENELUX 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
Orbis Benelux Holding Limited	Authenticated Electronically

Dated: 24/08/2016