

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10415524**

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

**BRIDGES SOCIAL IMPACT (INVESTMENTS) 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 **7th October 2016**



\* N104155249 \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



*Received for filing in Electronic Format on the:***06/10/2016**

*X5H1P4RM*

*Company Name in  
full:*

**BRIDGES SOCIAL IMPACT (INVESTMENTS) LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of  
Registered Office:*

**England and Wales**

*Proposed Registered  
Office Address:*

**38 SEYMOUR STREET  
LONDON  
ENGLAND W1H 7BP**

*Sic Codes:*

**82990**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

## *Proposed Officers*

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*Company Director*      *1*

*Type:*                      **Person**

*Full Forename(s):*        **MS HELEN ALICE**

*Surname:*                **SENIOR**

*Service Address:*        **38 SEYMOUR STREET  
LONDON  
UNITED KINGDOM WH1 7BP**

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

*Date of Birth:*    **\*\*/04/1967**                      *Nationality:*    **BRITISH**

*Occupation:*    **CHARTERED  
ACCOUNTANT**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **MR PAUL DAVID**

*Surname:*                                **RICHINGS**

*Service Address:*                      **38 SEYMOUR STREET  
LONDON  
UNITED KINGDOM WH1 7BP**

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

*Date of Birth:*    **\*\*/11/1971**                                      *Nationality:*    **BRITISH**

*Occupation:*    **CHARTERED  
ACCOUNTANT**

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

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1</b>
<i>Prescribed particulars</i>			

**ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.**

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1</b>
		<i>Total aggregate nominal value:</i>	<b>1</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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<i>Name:</i>	<b>BRIDGES SOCIAL IMPACT BOND FUND (GENERAL PARTNER) LIMITED</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>38 SEYMOUR STREET LONDON UNITED KINGDOM WH1 7BP</b>	<i>Number of shares:</i>	<b>1</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **BRIDGES SOCIAL IMPACT BOND FUND (GENERAL PARTNER)  
LIMITED**

*Service Address:* **38 SEYMOUR STREET  
LONDON  
UNITED KINGDOM  
WH1 7BP**

*Legal Form:* **COMPANY LIMITED BY SHARES UK**

*Governing Law:* **LAWS OF ENGLAND**

*Register Location:* **COMPANIES HOUSE**

*Country/State:* **UK**

*Registration Number:* **8349759**



*Nature of control*

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **BRIDGES VENTURES LLP**

*Service Address:* **38 SEYMOUR STREET  
LONDON  
UNITED KINGDOM  
WH1 7BP**

*Legal Form:* **LIMITED LIABILITY PARTNERSHIP**

*Governing Law:* **LAWS OF ENGLAND**

*Register Location:* **COMPANIES HOUSE**

*Country/State:* **UK**

*Registration Number:* **OC367510**

*Nature of control*

**The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the company.**

## ***Statement of Compliance***

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*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:*                      **COMPANIES MADE SIMPLE LTD**

*Agent's Address:*                      **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

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## ***Authorisation***

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

*Agent's Name:*                      **COMPANIES MADE SIMPLE LTD**

*Agent's Address:*                      **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

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# Companies Act 2006

## SCHEDULE 1

### COMPANY HAVING A SHARE CAPITAL

#### Memorandum of Association of

#### BRIDGES SOCIAL IMPACT (INVESTMENTS) 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 each.

Subscriber:

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Bridges Social Impact Bond Fund (General Partner) Limited

Authorising Person: Katrina Cross

Authentication: Authenticated Electronically

Dated: 6 Oct 2016