FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10463051**

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

SLAZENGER CARLTON (HOLDINGS) 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 **4th November 2016**

* N104630517 *

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **04/11/2016**

X5J0HEZK

Company Name in full:	**SLAZENGER CARLTON (HOLDINGS) LIMITED**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Registered Office Address:	**UNIT A BROOK PARK EAST** **SHIREBROOK** **UNITED KINGDOM NG20 8RY**
Sic Codes:	**64209**

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

Proposed Officers

Company Secretary 1

Type:	**Person**
Full Forename(s):	**MR CAMERON JOHN**
Surname:	**OLSEN**
Service Address:	**UNIT A BROOK PARK EAST SHIREBROOK UNITED KINGDOM NG20 8RY**

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

Company Director 1

Type: **Person**

Full Forename(s): **MISS RACHEL ISABEL LILIAN**

Surname: **STOCKTON**

Service Address: **UNIT A BROOK PARK EAST**
SHIREBROOK
UNITED KINGDOM NG20 8RY

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

Date of Birth: ****/08/1970** *Nationality:* **BRITISH**

Occupation: **HEAD OF CUSTOMS AND VAT**

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

Company Director 2

Type: **Person**

Full Forename(s): **ADEDOTUN ADEMOLA**

Surname: **ADEGOKE**

Service Address: **UNIT A BROOK PARK EAST**
SHIREBROOK
UNITED KINGDOM NG20 8RY

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

Date of Birth: ****/06/1973** *Nationality:* **BRITISH**

Occupation: **SENIOR BUYER**

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

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	*Number allotted*	**100**
Currency:	**GBP**	*Aggregate nominal value:*	**100**
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	**GBP**	*Total number of shares:*	**100**
		Total aggregate nominal value:	**100**
		Total aggregate unpaid:	**0**

Initial Shareholdings

Name:	**BRANDS HOLDINGS LIMITED**		
		Class of Shares:	**ORDINARY**
Address	**UNIT A BROOK PARK EAST SHIREBROOK UNITED KINGDOM NG20 8RY**	*Number of shares:* *Currency:* *Nominal value of each share:* *Amount unpaid:* *Amount paid:*	**100** **GBP** **1** **0** **1**

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:	**BRANDS HOLDINGS LIMITED**
Service Address:	**UNIT A BROOK PARK EAST SHIREBROOK UNITED KINGDOM NG20 8RY**
Legal Form:	**LIMITED BY SHARES**
Governing Law:	**UNITED KINGDOM**
Register Location:	**COMPANIES HOUSE**
Country/State:	**UNITED KINGDOM**
Registration Number:	**04087435**

Nature of control	**The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.**
Nature of control	**The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.**
Nature of control	**The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**

Statement of Compliance

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

Name:	**BRANDS HOLDINGS LIMITED**
Authenticated	**YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Slazenger Carlton (Holdings) 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.

Name of each subscriber	Authentication by each subscriber
Brands Holdings Limited	

Dated: 4 November 2016