

FILE COPY



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

Company Number **10588471**

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

KELLYWOOD 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 **27th January 2017**



* N10588471L *



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: **27/01/2017**

X5YYVVCW

Company Name in full:

KELLYWOOD 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:

74990

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**

Non European Economic Area (EEA) Company

Legal Form: **LIMITED**
Law Governed: **COMPANIES ACT**
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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<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>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	1

Initial Shareholdings

Name: **COMPANEA
BETEILIGUNGS GMBH**

Class of Shares: **ORDINARY**

Address **AMALIENSTR. 71
MUNICH
GERMANY
80799**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

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

Individual Person with Significant Control details

Names: **MR 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.
<i>Nature of control</i>	The person 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: **COMPANEA BETEILIGUNGS GMBH**
Authenticated **YES**

Authorisation

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

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

KELLYWOOD 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: 27 January 2017

COMPANEA BETEILIGUNGS GMBH - Authorised Electronically