

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10609384**

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

**ZEPHYR HOLDINGS 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 **8th February 2017**



\* N10609384I \*



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:***07/02/2017**

*X5ZRSA01*

*Company Name in full:* **ZEPHYR HOLDINGS LTD**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **40 DUNCAN STREET  
LONDON  
UNITED KINGDOM N1 8BW**

*Sic Codes:* **63990**

*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):*        **KRISTJAN**

*Surname:*                **KAAR**

*Former Names:*

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

*Country/State Usually*    **UNITED KINGDOM**

*Resident:*

*Date of Birth:*    **09/04/1989**                      *Nationality:*    **ESTONIAN**

*Occupation:*    **CO-FOUNDER**

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

## *Company Director*      2

*Type:*                              **Person**

*Full Forename(s):*              **MAX**

*Surname:*                        **GERHARDS**

*Former Names:*

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

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

*Date of Birth:*    **17/09/1989**                              *Nationality:*      **GERMAN**

*Occupation:*      **CO-FOUNDER**

*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>1000</b> |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>1000</b> |
| <i>Prescribed particulars</i> |                 |                                 |             |

**EACH SHARE HAS 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>1000</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>1000</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>0</b>    |

## *Initial Shareholdings*

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*Name:* **KRISTJAN KAAR**

*Address* **40 DUNCAN STREET  
LONDON  
UNITED KINGDOM  
N1 8BW**

*Class of Shares:* **ORDINARY**

*Number of shares:* **500**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **MAX GERHARDS**

*Address* **40 DUNCAN STREET  
LONDON  
UNITED KINGDOM  
N1 8BW**

*Class of Shares:* **ORDINARY**

*Number of shares:* **500**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***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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## *Individual Person with Significant Control details*

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*Names:* **KRISTJAN KAAR**

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

*Date of Birth:* **\*\*/04/1989** *Nationality:* **ESTONIAN**

*Service address recorded as Company's registered office*

*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, more than 25% but not more than 50% of the shares 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. |
| <i>Nature of control</i> | The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.          |

## *Individual Person with Significant Control details*

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*Names:* **MAX GERHARDS**

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

*Date of Birth:* **\*\*/09/1989** *Nationality:* **GERMAN**

*Service address recorded as Company's registered office*

*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, more than 25% but not more than 50% of the shares 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. |
| <i>Nature of control</i> | The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.          |

## **Election to keep information on the public register**

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The subscribers have elected to keep Register of Directors information on the public register

The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

## ***Statement of Compliance***

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

*Name:* **KRISTJAN KAAR**

*Authenticated* **YES**

*Name:* **MAX GERHARDS**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of ZEPHYR HOLDINGS 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 of each subscriber | Authentication               |
|-------------------------|------------------------------|
| Kristjan Kaar           | Authenticated Electronically |
| Max Gerhards            | Authenticated Electronically |

Dated: 07/02/2017