

**FILE COPY**



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

Company Number **10842931**

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

**GRIFFIN FINANCIAL TECHNOLOGY 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 **29th June 2017**



\* N10842931F \*



**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:* **29/06/2017**

*X69MCDSQ*

*Company Name in full:*

**GRIFFIN FINANCIAL TECHNOLOGY LTD.**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**CARDIFF HOUSE (SECOND FLOOR) TILLING ROAD  
LONDON  
UNITED KINGDOM NW2 1LJ**

*Sic Codes:*

**64191**

*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):*        **WILLIAM DAVID**

*Surname:*                **JARVIS**

*Former Names:*

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

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

*Date of Birth:*    **\*\*/02/1987**                      *Nationality:*    **UNITED  
KINGDOM**

*Occupation:*    **CHIEF  
EXECUTIVE  
OFFICER**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **RUSSELL**

*Surname:*                                **GOULD**

*Former Names:*

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

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

*Date of Birth:*    **\*\*/03/1972**                                      *Nationality:*    **NEW  
ZEALAND**

*Occupation:*    **CHIEF  
OPERATING  
OFFICER**

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

## *Company Director*      3

*Type:*                              **Person**

*Full Forename(s):*              **ALLEN**

*Surname:*                        **ROHNER**

*Former Names:*

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

*Country/State Usually*        **USA**

*Resident:*

*Date of Birth:*    **\*\*/01/1982**                              *Nationality:*      **USA**

*Occupation:*    **CHIEF  
TECHNOLOGY  
OFFICER**

*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>300</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>3</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>300</b>
		<i>Total aggregate nominal value:</i>	<b>3</b>
		<i>Total aggregate unpaid:</i>	<b>3</b>

## *Initial Shareholdings*

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*Name:* ALLEN ROHNER

*Address* SECOND FLOOR, CARDIFF  
HOUSE TILLING ROAD  
C/O COMPLETE  
ACCOUNTING SOLUTIONS  
LONDON  
UNITED KINGDOM  
NW2 1LJ

*Class of Shares:* ORDINARY

*Number of shares:* 100  
*Currency:* GBP  
*Nominal value of each share:* 0.01  
*Amount unpaid:* 1  
*Amount paid:* 0

*Name:* WILLIAM JARVIS

*Address* SECOND FLOOR, CARDIFF  
HOUSE TILLING ROAD  
C/O COMPLETE  
ACCOUNTING SOLUTIONS  
LONDON  
UNITED KINGDOM  
NW2 1LJ

*Class of Shares:* ORDINARY

*Number of shares:* 100  
*Currency:* GBP  
*Nominal value of each share:* 0.01  
*Amount unpaid:* 1  
*Amount paid:* 0

*Name:* RUSSELL GOULD

*Address* SECOND FLOOR, CARDIFF  
HOUSE TILLING ROAD  
C/O COMPLETE  
ACCOUNTING SOLUTIONS  
LONDON  
UNITED KINGDOM  
NW2 1LJ

*Class of Shares:* ORDINARY

*Number of shares:* 100  
*Currency:* GBP  
*Nominal value of each share:* 0.01  
*Amount unpaid:* 1  
*Amount paid:* 0

## ***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:* **RUSSELL GOULD**

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

*Date of Birth:* **\*\*/03/1972** *Nationality:* **NEW ZEALAND**

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

## *Individual Person with Significant Control details*

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*Names:* **WILLIAM JARVIS**

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

*Date of Birth:* **\*\*/02/1987** *Nationality:* **UNITED  
KINGDOM**

*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 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*

---

*Names:* **ALLEN ROHNER**

*Country/State Usually  
Resident:* **USA**

*Date of Birth:* **\*\*/01/1982**      *Nationality:* **UNITED  
STATES OF  
AMERICA**

*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 holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in 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.*

*Name:* **ALLEN ROHNER**  
*Authenticated* **YES**  
*Name:* **WILLIAM JARVIS**  
*Authenticated* **YES**  
*Name:* **RUSSELL GOULD**  
*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 GRIFFIN FINANCIAL TECHNOLOGY 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
Allen Rohner	Authenticated Electronically
William Jarvis	Authenticated Electronically
Russell Gould	Authenticated Electronically

Dated: 29/06/2017