

**FILE COPY**



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

Company Number **10853907**

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

**MARILYN TOPCO 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 **6th July 2017**



\* N10853907K \*



**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:* **06/07/2017**

*X6A2I1YX*

*Company Name in  
full:*

**MARILYN TOPCO LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of  
Registered Office:*

**England and Wales**

*Proposed Registered  
Office Address:*

**95 WIGMORE STREET  
LONDON  
UNITED KINGDOM W1U 1FB**

*Sic Codes:*

**64203**

*Company Director* 1

*Date of Birth:*   **\*\*/09/1971**

*Nationality:*     **BRITISH**

*Occupation:*    **PARTNER**

*Company Director* 2

*Date of Birth:*   **\*\*/05/1973**

*Nationality:*     **BRITISH**

*Occupation:*    **PARTNER**

*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>			

**CLASS OF SHARE: 1 ORDINARY SHARE OF £1 EACH A. EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). B. THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS. C. THE SHARES ALL RANK PARI PASSU AS RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS DISTRIBUTIONS OF ANY SURPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN REPAYED. D. THE SHARES ARE NOT REDEEMABLE.**

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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>1</b>

## *Initial Shareholdings*

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*Name:* **BEV NOMINEES LIMITED**

*Address* **95 WIGMORE STREET  
LONDON  
LONDON  
UNITED KINGDOM  
W1U 1FB**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

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

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

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*Company Name:* **BRIDGEPOINT ADVISERS LIMITED**

*Service Address:* **95 WIGMORE STREET  
LONDON  
UNITED KINGDOM  
W1U 1FB**

*Legal Form:* **PRIVATE LIMITED COMPANY**

*Governing Law:* **ENGLAND & WALES**

*Register Location:* **ENGLAND**

*Country/State:* **ENGLAND**

*Registration Number:* **03220373**

*Nature of control*

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



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

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*Company Name:* **BEV GP LLP**

*Service Address:* **95 WIGMORE STREET  
LONDON  
UNITED KINGDOM  
W1U 1FB**

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

*Governing Law:* **ENGLAND & WALES**

*Register Location:* **ENGLAND**

*Country/State:* **ENGLAND**

*Registration Number:* **OC391598**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	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***

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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:* **THE LONDON LAW AGENCY LIMITED**

*Agent's Address:* **THE WHITE HOUSE 57-63 CHURCH ROAD  
WIMBLEDON VILLAGE, LONDON  
UNITED KINGDOM  
SW19 5SB**

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## ***Authorisation***

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

*Agent's Name:* **THE LONDON LAW AGENCY LIMITED**

*Agent's Address:* **THE WHITE HOUSE 57-63 CHURCH ROAD  
WIMBLEDON VILLAGE, LONDON  
UNITED KINGDOM  
SW19 5SB**

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