

FILE COPY



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

Company Number **11045391**

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

PASSIVE INVESTMENT MANAGEMENT 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 **3rd November 2017**



* N11045391B *



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: **02/11/2017**

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Company Name in full:

PASSIVE INVESTMENT MANAGEMENT LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**THE OLD DRILL HALL 2 TRINITY MEWS
PRIORY ROAD
WARWICK
WARWICKSHIRE
ENGLAND CV34 4NA**

Sic Codes:

99999

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Company Director 2

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>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO SHARE EQUALLY IN DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION, INCLUDING A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

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>	0

Initial Shareholdings

<i>Name:</i>	JAM INVESTMENT HOLDINGS LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	THE OLD DRILL HALL 2 TRINITY MEWS PRIORY ROAD WARWICK WARWICKSHIRE ENGLAND CV34 4NA	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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: **JAM INVESTMENT HOLDINGS LIMITED**

Service Address: **THE OLD DRILL HALL 2 TRINITY MEWS
PRIORY ROAD
WARWICK
WARWICKSHIRE
ENGLAND
CV34 4NA**

Legal Form: **LIMITED COMPANY**

Governing Law: **ENGLIAND**

Register Location: **ENGLAND & WALES**

Country/State: **ENGLAND**

Registration Number: **11042750**

<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.

Statement of Compliance

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

Name: **JAM INVESTMENT HOLDINGS LIMITED**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of PASSIVE INVESTMENT MANAGEMENT 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.

Name of each subscriber

JAM Investment Holdings Limited
Date: 02/11/2017

Digitally Signed