

FILE COPY



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

Company Number **11388565**

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

COVIDA 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 **30th May 2018**



* N113885650 *



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: **29/05/2018**

X76Z31MJ

*Company Name in
full:*

COVIDA LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**86-90 PAUL STREET
LONDON
UNITED KINGDOM EC2A 4NE**

Sic Codes:

62012

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **ANNE-LAURE**

Surname: **LE CUNFF**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: **03/01/1990** *Nationality:* **FRENCH**

Occupation: **DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **KRZYSZTOF WIESLAW**

Surname: **HUSZCZA**

Former Names:

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

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

Date of Birth: **05/07/1990** *Nationality:* **POLISH**

Occupation: **DIRECTOR**

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>	8000000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	80
<i>Prescribed particulars</i>			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

<i>Class of Shares:</i>	A	<i>Number allotted</i>	470588
	ORDINARY	<i>Aggregate nominal value:</i>	4.706
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

VOTING: THE HOLDERS OF A ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK AND TO VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE, VOTE ON OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS: THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS. DISTRIBUTION: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AND SUBJECT TO THE ARTICLES: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY), A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); (B) SECOND, IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES, WHICHEVER IS THE GREATER OF: (I) THE AGGREGATE OF AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; AND (II) AN AMOUNT EQUAL TO THE HOLDER'S PRO RATA ENTITLEMENT TO THE SURPLUS ASSETS AS IF THE A ORDINARY SHARES AND THE ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS; AND (C) THIRD, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	8470588
		<i>Total aggregate nominal value:</i>	84.706
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ANNE-LAURE LE CUNFF**

Address **40C DOWNHAM ROAD
LONDON
UNITED KINGDOM
N1 5AL**

Class of Shares: **ORDINARY**

Number of shares: **4000000**

Currency: **GBP**

Nominal value of each share: **0.00001**

Amount unpaid: **0**

Amount paid: **0.00001**

Name: **KRZYSZTOF HUSZCZA**

Address **FLAT 219 BERGLEN COURT
7 BRANCH ROAD
LONDON
UNITED KINGDOM
E14 7JZ**

Class of Shares: **ORDINARY**

Number of shares: **4000000**

Currency: **GBP**

Nominal value of each share: **0.00001**

Amount unpaid: **0**

Amount paid: **0.00001**

Name: **ENTREPRENEUR FIRST GP
LIMITED**

Address **8 OLD JEWRY
4TH FLOOR
LONDON
UNITED KINGDOM
EC2R 8DN**

Class of Shares: **A ORDINARY**

Number of shares: **470588**

Currency: **GBP**

Nominal value of each share: **0.00001**

Amount unpaid: **0**

Amount paid: **0.00001**

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: **ANNE-LAURE LE CUNFF**

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

Date of Birth: ****/01/1990** *Nationality:* **FRENCH**

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: **KRZYSZTOF WIESLAW HUSZCZA**

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

Date of Birth: ****/07/1990** *Nationality:* **POLISH**

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.

Election to keep information on the public register

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

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

Name: **ANNE-LAURE LE CUNFF**

Authenticated **YES**

Name: **KRZYSZTOF HUSZCZA**

Authenticated **YES**

Name: **ENTREPRENEUR FIRST GP LIMITED**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of COVIDA 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	Authentication
Anne-Laure Le Cunff	Authenticated Electronically
Krzysztof Huszcza	Authenticated Electronically
Entrepreneur First GP Limited	Authenticated Electronically

Dated: 29/05/2018