

**FILE COPY**



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

Company Number **11437431**

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

**BLCP MEZZANINE (UK) 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 **28th June 2018**



\* N11437431B \*



**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: **27/06/2018**

X78ZK1JD

*Company Name in full:*

**BLCP MEZZANINE (UK) LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**2ND FLOOR, HEATHMANS HOUSE 19 HEATHMANS ROAD  
LONDON  
UNITED KINGDOM SW6 4TJ**

*Sic Codes:*

**64999**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

## *Proposed Officers*

---

### *Company Director*      *1*

*Type:*                                      **Person**

*Full Forename(s):*                      **MR MATTHEW ALASTAIR CORMACK**

*Surname:*                                **HUNT**

*Former Names:*

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

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

*Resident:*

*Date of Birth:*    **\*\*/07/1970**                                      *Nationality:*      **BRITISH**

*Occupation:*    **REAL ESTATE  
MANAGER**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **MR ALEXANDER LOUIS CARLO WILLIAM**

*Surname:*                                **GAZZI**

*Former Names:*

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

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

*Resident:*

*Date of Birth:*    **\*\*/03/1986**                                      *Nationality:*      **BRITISH**

*Occupation:*    **REAL ESTATE  
MANAGEMENT**

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

## *Statement of Capital (Share Capital)*

---

<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>100</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>100</b>
<i>Prescribed particulars</i>			

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

---

### **Statement of Capital (Totals)**

---

<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>100</b>
		<i>Total aggregate nominal value:</i>	<b>100</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

---

*Name:* **BLACKLIGHT HOLDINGS  
LTD**

*Class of Shares:* **ORDINARY**

*Address* **HAGGARDS CROWTHER,  
2ND FLOOR, HEATHMANS  
HOUSE HEATHMANS ROAD  
LONDON  
UNITED KINGDOM  
SW6 4TJ**

*Number of shares:* **50**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **50**

*Name:* **ALEXANDER GAZZI**

*Class of Shares:* **ORDINARY**

*Address* **6 CLAPHAM COURT  
TERRACE KINGS AVENUE  
LONDON  
UNITED KINGDOM  
SW4 8DT**

*Number of shares:* **50**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **50**

## ***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:* **BLACKLIGHT HOLDINGS LTD**

*Service Address:* **PO Box SW6 4TJ  
HAGGARDS CROWTHER, 2ND FLOOR, HEATHMANS  
HOUSE 19 HEATHMANS ROAD  
LONDON  
UNITED KINGDOM  
SW6 4TJ**

*Legal Form:* **LIMITED COMPANY**

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **COMPANIES HOUSE**

*Country/State:* **ENGLAND AND WALES**

*Registration Number:* **10614903**



<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% 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:* **BLACKLIGHT HOLDINGS LTD**

*Authenticated* **YES**

*Name:* **ALEXANDER GAZZI**

*Authenticated* **YES**

---

## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

---

# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of BLCP MEZZANINE (UK) 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.

<b>Name of each subscriber</b>	<b>Authentication</b>
Blacklight Holdings Ltd	Authenticated Electronically
Alexander GAZZI	Authenticated Electronically

Dated: 27/06/2018