

FILE COPY



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

Company Number **11517410**

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

FORTOAK LABELS 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 **14th August 2018**



* N115174107 *



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: **14/08/2018**

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Company Name in full: **FORTOAK LABELS LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **130 DERBY ROAD
LOUGHBOROUGH
LEICESTERSHIRE
UNITED KINGDOM LE11 5HL**

Sic Codes: **18121**

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **MR ALEXANDER STEPHEN**

Surname: **VERGOPOULOS**

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/09/1971** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR PETER MOLLER**

Surname: **SCHULTZ**

Service Address: **ULRIKSHOLMVEJ 5**
 KERTEMINDE
 DENMARK DK - 5300

Country/State Usually **DENMARK**
Resident:

Date of Birth: ****/05/1959** *Nationality:* **DANISH**

Occupation: **BUSINESS**
 OWNER

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>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

THERE ARE NO SPECIAL RIGHTS ATTACHED TO THE SHARES. THE SHARES RANK PARI PASSU IN ALL RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS OR ANY OTHER DISTRIBUTION, WHETHER OF INCOME OR CAPITAL.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **FORTOAK ROLLS LIMITED**

Address **130 DERBY ROAD
LOUGHBOROUGH
LEICESTERSHIRE
UNITED KINGDOM
LE11 5HL**

Class of Shares: **ORDINARY**

Number of shares: **49**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **0**

Amount paid: **0.01**

Name: **HP LABELGROUP B.V.**

Address **ULRIKSHOLMVEJ 5
KERTEMINDE
NETHERLANDS
DK-5300**

Class of Shares: **ORDINARY**

Number of shares: **51**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **0**

Amount paid: **0.01**

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: **FORTOAK ROLLS LIMITED**

Service Address: **130 DERBY ROAD
LOUGHBOROUGH
LEICESTERSHIRE
UNITED KINGDOM
LE11 5HL**

Legal Form: **CORPORATE**

Governing Law: **UNITED KINGDOM (ENGLAND AND WALES)**

Register Location: **COMPANIES HOUSE**

Country/State: **ENGLAND AND WALES**

Registration Number: **5660546**

<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 holds, directly or indirectly, more than 25% but not more than 50% 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.

Relevant Legal Entity (RLE) details

Company Name: **HP LABELGROUP B.V.**

Service Address: **ULRIKSHOLMVEJ 5
KERTEMINDE
NETHERLANDS
DK-5300**

Legal Form: **CORPORATE**

Governing Law: **NETHERLANDS**

Register Location: **NETHERLANDS CHAMBER OF COMMERCE**

Country/State: **NETHERLANDS**

Registration Number: **71083065**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% 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

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

Name: **FORTOAK ROLLS LIMITED**

Authenticated **YES**

Name: **HP LABELGROUP B.V.**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

FORTOAK LABELS 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 each.

Name of each subscriber

Authentication by each subscriber

Fortoak Rolls Limited

HP LabelGroup B.V.

Dated: 14 August 2018

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FORTOAK LABELS LIMITED

1. PRELIMINARY

1.1 In these Articles:

1.1.1 the following expressions shall have the meanings respectively ascribed:

"Act"	the Companies Act 2006;
"Board"	the Board of Directors of the Company or (where the context permits) a duly authorised committee thereof;
"Model Articles"	the Model Articles for private companies limited by shares set out in Schedule 1 of the Companies (Model Articles) Regulations 2008;

1.1.2 references to any provision of any statute or any statutory instrument shall include any provision from time to time amending, replacing or re-enacting the same.

1.2 The Model Articles shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company.

2. DIRECTORS

2.1 The number of directors need not exceed one unless and until otherwise determined by ordinary resolution of the Company the number of directors shall not be subject to a maximum. If and so long as there shall be a sole director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the directors generally.

2.2 Subject to the provisions of sections 177 and 182 of the Act, a Director may be interested, directly or indirectly, in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated for it. Subject to Article 2.4.3 in relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Article 14 of the Model Articles shall not apply.

2.3 Article 2.2 is without prejudice to the duty imposed on directors under section 175 of the Act provided that the Board may authorise any matter proposed to it by any Director which would, if

not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest.

2.4 Where the Board authorises a conflict of interest in accordance with Article 2.2, it may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:

2.4.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the conflict of interest;

2.4.2 is not given any documents or other information relating to the conflict of interest;

2.4.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the conflict of interest.

2.5 Paragraph (d) of Article 18 of the Model Articles shall not apply to the Company.

3. PROCEEDINGS OF DIRECTORS

3.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit.

3.2 A sole director shall form a quorum at meetings of directors. Article 11(2) of the Model Articles shall be modified accordingly.

3.3 The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board.

4. SHARE CAPITAL

4.1 Save to the extent permitted by Article 21 of the Model Articles, no shares may be issued which are not fully paid up at the time of their issue.

5. DIVIDENDS

5.1 Dividends may be declared and paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 It shall not be necessary to give notice of general meetings to any member of the Company who has not consented to documents and information being sent by the Company in electronic form (as permitted by sections 1143 and 1144 of the Act) and who has not provided a postal address in the United Kingdom, or to any member who has consented or is deemed to have consented to electronic communication by the Company but has not provided the Company with a valid email address.

6.2 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for a general meeting shall be two persons present in person or by proxy or, in the case of a corporation, by representative. Notwithstanding anything in these Articles or in the Model Articles, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or, in the case of a corporation, by representative.

- 6.3 If a quorum is not present within half an hour from the time appointed for any general meeting or if during any such meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. Articles 41(1), (4) and (5) of the Model Articles shall not apply.
- 6.4 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, any Director or by any member present in person or by proxy and entitled to a vote. Article 44 of the Model Articles shall be modified accordingly.
- 6.5 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
7. **INVALIDITY**
- 7.1 The invalidity or unenforceability for any reason of any provision of these Articles shall not affect the validity of the remainder of these Articles which shall continue in full force and effect.