

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 11702681

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

**PROTERMS 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 **29th November 2018**



\* N11702681D \*



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: **28/11/2018**

X7JOZKY0

*Company Name in full:*

**PROTERMS LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**4 FREDERICK TERRACE FREDERICK PLACE  
BRIGHTON  
EAST SUSSEX  
ENGLAND BN1 1AX**

*Sic Codes:*

**62090**

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

**Private (Ltd by Shares)**

## ***Proposed Officers***

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### ***Company Director      1***

**Type:** **Person**

**Full Forename(s):** **CHARLES ADRIAN**

**Surname:** **MARLOWE**

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

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

**Date of Birth:** **\*\*/10/1953**                      **Nationality:** **BRITISH**

**Occupation:** **LEGAL  
CONSULTANT**

***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>100</b> |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>100</b> |
| <i>Prescribed particulars</i> |                 |                                 |            |

**CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS:**  
**(A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED)**  
**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**  
**REPAID. (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>100</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>100</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>100</b> |

## ***Initial Shareholdings***

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*Name:*           **CHARLES ADRIAN  
MARLOWE**

*Class of Shares:*           **ORDINARY**

*Address*       **4 FREDERICK TERRACE  
FREDERICK PLACE  
BRIGHTON  
EAST SUSSEX  
ENGLAND  
BN1 1AX**

*Number of shares:*       **100**

*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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## ***Individual Person with Significant Control details***

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***Names:*** **CHARLES ADRIAN MARLOWE**

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

***Date of Birth:*** **\*\*/10/1953** ***Nationality:*** **BRITISH**

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



## ***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:*      **COLLINGHAM HOUSE 6-12 GLADSTONE ROAD  
WIMBLEDON, LONDON  
UNITED KINGDOM  
SW19 1QT**

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## ***Authorisation***

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

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

*Agent's Address:*      **COLLINGHAM HOUSE 6-12 GLADSTONE ROAD  
WIMBLEDON, LONDON  
UNITED KINGDOM  
SW19 1QT**

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THE COMPANIES ACT 2006

\_\_\_\_\_

A PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

PROTERMS 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.

| <u>Name of each subscriber</u> | <u>Authentication by each subscriber</u> |
|--------------------------------|--|
|--------------------------------|--|

|                        |  |
|------------------------|--|
| Charles Adrian Marlowe |  |
|------------------------|--|

Dated 28 November 2018