

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 11715076

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

SMART IMPRESSIONS GROUP 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 6th December 2018



* N11715076F *



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: **05/12/2018**

X7K57F8P

Company Name in full: **SMART IMPRESSIONS GROUP LIMITED**

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

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

Proposed Registered Office Address: **SUITE 420 1 FILAMENT WALK
LONDON
UNITED KINGDOM SW18 4GQ**

Sic Codes: **14190**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Secretary 1

Type: Corporate
Name: VERVE TECHNOLOGY GROUP LIMITED
Principal / Business Address: THE LIGHT BULB 1 FILAMENT WALK
LONDON
UNITED KINGDOM SW18 4GQ

European Economic Area (EEA) Company

Register Location: ENGLAND & WALES
Registration Number: 4460988

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director 1

Type: **Person**
Full Forename(s): **MR ROBERT RICHARD**
Surname: **BAILEY**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/05/1955** **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 ANDREW ANTHONY**
Surname: **GODDARD**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1964** **Nationality:** **BRITISH**
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>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<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>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **VERVE TECHNOLOGY
GROUP LIMITED**

Address **1 FILAMENT WALK
27 SOUTHLANDS DRIVE
LONDON
GREATER LONDON
UNITED KINGDOM
SW18 4GQ**

Class of Shares: **ORDINARY**

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

Name: **ROBERT BAILEY**

Address **13 MARSDEN COURT
LAVERSTOKE
WHITCHURCH
HAMPSHIRE
UNITED KINGDOM
RG28 7PH**

Class of Shares: **ORDINARY**

Number of shares: **25**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **0**
Amount paid: **1**

Name: **ANDREW GODDARD**

Address **14 BARLEY CLOSE
MILL FARM
BOGNOR REGIS
WEST SUSSEX
UNITED KINGDOM
PO21 3UQ**

Class of Shares: **ORDINARY**

Number of shares: **25**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **0**
Amount paid: **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: VERVE TECHNOLOGY GROUP LIMITED

Service Address: 1 FILAMENT WALK
LONDON
UNITED KINGDOM
SW18 4GQ

Legal Form: LIMITED COMPANY

Governing Law: COMPANIES ACT

Register Location: ENGLAND & WALES

Country/State: UNITED KINGDOM

Registration Number: 4460988

<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, directly or indirectly, to appoint or remove a majority of the board of directors of 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: **VERVE TECHNOLOGY GROUP LIMITED**

Authenticated **YES**

Name: **ROBERT BAILEY**

Authenticated **YES**

Name: **ANDREW GODDARD**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of SMART IMPRESSIONS GROUP 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
Verve Technology Group Limited	Authenticated Electronically
Robert Bailey	Authenticated Electronically
Andrew Goddard	Authenticated Electronically

Dated: 05/12/2018