

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11749142**

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

MHS CORPORATE SERVICES LTD

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 **4th January 2019**



* N11749142G *



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: 03/01/2019

X7WBZH2H

Company Name in full: **MHS CORPORATE SERVICES LTD**

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

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

Proposed Registered Office Address: **8 NORTHUMBERLAND AVENUE
LONDON
UNITED KINGDOM WC2N 5BY**

Sic Codes: **82110
82990**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: Corporate
Name: MYUKOFFICE LTD
Principal / Business Address: WESTWOOD HOUSE
SOUTH CAVE
UNITED KINGDOM HU15 2HG

European Economic Area (EEA) Company

Register Location: ENGLAND
Registration Number: 5312324

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

Company Director ***1***

Type: **Person**

Full Forename(s): **GERD**

Surname: **SCHNEIDER**

Service Address: **WESTWOOD HOUSE ANNIE MED LANE
SOUTH CAVE
UNITED KINGDOM HU15 2HG**

***Country/State Usually
Resident:*** **LUXEMBOURG**

Date of Birth: ****/11/1965** ***Nationality:*** **GERMAN**

Occupation: **MANAGER**

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>	10000
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	1000000
<i>Prescribed particulars</i>			

CLASS OF SHARE: ORDINARY SHARES OF €100 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 €100 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.

Statement of Capital (Totals)

<i>Currency:</i>	EUR	<i>Total number of shares:</i>	10000
		<i>Total aggregate nominal value:</i>	1000000
		<i>Total aggregate unpaid:</i>	1000000

Initial Shareholdings

Name: **MHS HOLDING GMBH**

Address **37/6 OBERE
DONNAUSTRASSE
A-1020 VIENNA
AUSTRIA**

Class of Shares: **ORDINARY**

Number of shares: **10000**

Currency: **EUR**

*Nominal value of each
share:* **100**

Amount unpaid: **100**

Amount paid: **0**

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: MHS HOLDING GMBH

Service Address: 37/6 OBERE DONNAUSTRASSE
A-1020 VIENNA
AUSTRIA

Legal Form: PRIVATE LIMITED COMPANY

Governing Law: AUSTRIAN

Register Location: AUSTRIA

Country/State: AUSTRIA

Registration Number: FN421075D

Nature of control

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) hold, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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**

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**

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MHS CORPORATE SERVICES LTD

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>
--------------------------------	--

MHS Holding GmbH	
------------------	--

Dated 3 January 2019