

FILE COPY



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

Company Number **11837174**

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

SAINSBURY'S ROSE LP 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 **20th February 2019**



* N11837174J *



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: 20/02/2019

X7ZPFLYW

Company Name in full: **SAINSBURY'S ROSE LP LIMITED**

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

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

Proposed Registered Office Address: **33 HOLBORN
LONDON
UNITED KINGDOM EC1N 2HT**

Sic Codes: **64209**

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

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MR TIMOTHY**

Surname: **FALLOWFIELD**

Service Address: **33 HOLBORN**
 LONDON
 UNITED KINGDOM EC1N 2HT

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

Company Director 1

Type: Person
Full Forename(s): DAVID CLIFFORD
Surname: WHEELER
Service Address: 33 HOLBORN
LONDON
UNITED KINGDOM EC1N 2HT
Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/03/1984 **Nationality:** BRITISH
Occupation: DIRECTOR

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

Company Director 2

Type: Corporate
Name: SAINSBURYS CORPORATE DIRECTOR LIMITED
Principal / Business Address: 33 HOLBORN
LONDON
UNITED KINGDOM EC1N 2HT

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM
Registration Number: 6246904

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

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

Initial Shareholdings

Name: **SAINSBURY'S GROUP
HOLDINGS LIMITED**

Address **33 HOLBORN
LONDON
UNITED KINGDOM
EC1N 2HT**

Class of Shares: **ORDINARY**

Number of shares: **1**

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: SAINSBURY'S GROUP HOLDINGS LIMITED

Service Address: 33 HOLBORN
LONDON
UNITED KINGDOM
EC1N 2HT

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 11833110

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more 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: **SAINSBURY'S GROUP HOLDINGS LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Sainsbury's Rose LP 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

Sainsbury's Group Holdings Limited

Dated: 20 February 2019