

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12107486**

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

NCL ESTATES 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 **17th July 2019**



* N12107486G *



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: 16/07/2019

X89STEXV

Company Name in full:

NCL ESTATES LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**113 BRENT STREET
LONDON
UNITED KINGDOM NW4 2DX**

Sic Codes:

68209

I wish to partially adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **BARRY**

Surname: **ACKERMAN**

Service Address: **FLAT 3 59 GREAT CUMBERLAND PLACE
LONDON
ENGLAND W1H 7LJ**

***Country/State Usually
Resident:*** **ENGLAND**

Date of Birth: ****/11/1969** ***Nationality:*** **BRITISH**

Occupation: **SURVEYOR**

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

Company Director **2**

Type: **Person**

Full Forename(s): **MRS NAOMI**

Surname: **ACKERMAN**

Service Address: **31 WYKEHAM ROAD
HENDON
LONDON
ENGLAND NW4 2TB**

***Country/State Usually
Resident:*** **ENGLAND**

Date of Birth: ****/06/1945** ***Nationality:*** **BRITISH**

Occupation: **CO 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>			

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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BANA ONE LIMITED**

Address **113 BRENT STREET
LONDON
UNITED KINGDOM
NW4 2DX**

Class of Shares: **ORDINARY**

Number of shares: **100**

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: BANA ONE LIMITED

Service Address: 113 BRENT STREET
LONDON
UNITED KINGDOM
NW4 2DX

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM

Register Location: COMPANIES HOUSE

Country/State: UNITED KINGDOM

Registration Number: 07479960

<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.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **IAN SAUNDERS**

Agent's Address: **C/O WILDER COE LTD 1ST FLOOR, SACKVILLE HOUSE
143-149 FENCHURCH STREET
LONDON
ENGLAND
EC3M 6BL**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **IAN SAUNDERS**

Agent's Address: **C/O WILDER COE LTD 1ST FLOOR, SACKVILLE HOUSE
143-149 FENCHURCH STREET
LONDON
ENGLAND
EC3M 6BL**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

NCL Estates 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

BANA ONE LIMITED

Dated: 16 July 2019

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

NCL Estates Limited

The Model Articles for a private company limited by shares as specified by the Companies Act 2006 shall apply to the Company with the following alterations:

PART 2 DIRECTORS

DECISION-MAKING BY DIRECTORS

QUORUM FOR DIRECTORS' MEETINGS

1. Regulation 11(2) of the Model Articles shall be deleted and the following Regulation shall be inserted in its place:

11 (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but shall not be less than two unless the Company has a sole director in which case the quorum for directors' meetings shall be one.

CASTING VOTE

2. Regulation 13 of the Model Articles shall be deleted and the following Regulation shall be inserted in its place:

13. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall not have a casting vote.

DIRECTORS POWER TO CHANGE COMPANY NAME

3. Pursuant to Section 79 of the Companies Act 2006 the Directors shall have the power to change the name of the Company by written resolution of the Directors or decision taken in a meeting of the Directors.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

NO REQUIREMENT FOR ALL SHARES TO BE FULLY PAID UP

4. Regulation 21 of the Model Articles shall not apply to the Company and there shall be no requirement for all shares to be fully paid up.

STATUTORY PRE-EMPTION RIGHTS DISAPPLIED

5. Pursuant to Section 569 of the Companies Act 2006, the directors shall have authority to issue shares as though Section 561 of the Companies Act 2006 did not apply to any allotment.
 6. Pursuant to Section 570 of the Companies Act 2006, the directors are generally authorised to allot equity securities as though Section 561 of the Companies Act 2006 did not apply to any allotment.
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PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

QUORUM FOR GENERAL MEETINGS

7. Regulation 38 of the Model Articles shall have the following words added as a second sentence. "If there shall be a sole member the quorum for general meetings shall be one. If there shall be more than one member, the quorum for general meetings shall be two members present in person or by proxy."