

FILE COPY



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

Company Number 12111282

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

**THESEUS HOLDINGS 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 18th July 2019



\* N121112825 \*



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: 18/07/2019*

**X89Y5MGG**

*Company Name in full:*

**THESEUS HOLDINGS LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**5TH FLOOR 6 ST. ANDREW STREET  
LONDON  
UNITED KINGDOM EC4A 3AE**

*Sic Codes:*

**64205**

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

**Private (Ltd by Shares)**

## ***Proposed Officers***

---

### ***Company Director      1***

***Type:***                      **Person**

***Full Forename(s):***        **MR HEMEN SHASHIKANT**

***Surname:***                **SHAH**

***Service Address:***        **5TH FLOOR 6 ST. ANDREW STREET  
LONDON  
ENGLAND EC4A 3AE**

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

***Date of Birth:***    **\*\*/06/1962**                      ***Nationality:***    **AMERICAN**

***Occupation:***    **FUND  
MANAGER**

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

***Company Director***      **2**

Type:	Person		
Full Forename(s):	MR MARCELLO		
Surname:	MARUELLI		
Service Address:	5TH FLOOR 6 ST. ANDREW STREET LONDON ENGLAND EC4A 3AE		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/04/1982	Nationality:	ITALIAN
Occupation:	FUND 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>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>10000</b>
<i>Currency:</i>	<b>USD</b>	<i>Aggregate nominal value:</i>	<b>10000</b>
<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>	<b>USD</b>	<i>Total number of shares:</i>	<b>10000</b>
		<i>Total aggregate nominal value:</i>	<b>10000</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

---

<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF 8 MILES FUND I "A" LP</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>5TH FLOOR 6 ST. ANDREW STREET LONDON UNITED KINGDOM EC4A 3AE</b>	<i>Number of shares:</i> <i>Currency:</i> <i>Nominal value of each share:</i> <i>Amount unpaid:</i> <i>Amount paid:</i>	<b>221 USD 1 0 1</b>
<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF 8 MILES FUND I 'B' LP</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>5TH FLOOR 6 ST. ANDREW STREET LONDON UNITED KINGDOM EC4A 3AE</b>	<i>Number of shares:</i> <i>Currency:</i> <i>Nominal value of each share:</i> <i>Amount unpaid:</i> <i>Amount paid:</i>	<b>520 USD 1 0 1</b>
<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF EIGHT AFRICA FUND I PARTNERS LP</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>ROGERS HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS MAURITIUS</b>	<i>Number of shares:</i> <i>Currency:</i> <i>Nominal value of each share:</i> <i>Amount unpaid:</i> <i>Amount paid:</i>	<b>9118 USD 1 0 1</b>
<i>Name:</i>	<b>EIGHT AFRICA MANAGEMENT (MAURITIUS) LIMITED AS MANAGER OF EIGHT AFRICA CO-INVEST LP</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>ROGERS HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS MAURITIUS MAURITIUS</b>	<i>Number of shares:</i> <i>Currency:</i> <i>Nominal value of each share:</i> <i>Amount unpaid:</i> <i>Amount paid:</i>	<b>141 USD 1 0 1</b>

## ***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:*** 8 MILES LLP

***Service Address:*** 5TH FLOOR 6 ST. ANDREW STREET  
LONDON  
UNITED KINGDOM  
EC4A 3AE

***Legal Form:*** LIMITED LIABILITY PARTNERSHIP

***Governing Law:*** UNITED KINGDOM (ENGLAND AND WALES)

***Register Location:*** COMPANIES HOUSE

***Country/State:*** ENGLAND AND WALES

***Registration Number:*** OC342536



*Nature of control*

**The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the company.**

## ***Statement of Compliance***

---

*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF 8 MILES FUND I "A" LP</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF 8 MILES FUND I 'B' LP</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>8 MILES LLP AS GENERAL PARTNER OF EIGHT AFRICA FUND I PARTNERS LP</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>EIGHT AFRICA MANAGEMENT (MAURITIUS) LIMITED AS MANAGER OF EIGHT AFRICA CO-INVEST LP</b>
<i>Authenticated</i>	<b>YES</b>

---

## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

---

COMPANY LIMITED BY SHARES INCORPORATED  
UNDER THE COMPANIES ACT 2006  
MEMORANDUM OF ASSOCIATION  
OF  
**THESEUS HOLDINGS 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.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
8 Miles LLP as General Partner of 8 Miles Fund I "A" LP	
8 Miles LLP as General Partner of Eight Africa Fund I Partners LP	
8 Miles LLP as General Partner of 8 Miles Fund I 'B' LP	
Eight Africa Management (Mauritius) Limited As Manager Of Eight Africa Co-Invest LP	

Dated: 18 July 2019