

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12178614**

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

REPL SOFTWARE 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 **28th August 2019**



* N12178614H *



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: 28/08/2019

X8CSV39L

Company Name in full:

REPL SOFTWARE LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**BROOK HOUSE BIRMINGHAM ROAD
HENLEY-IN-ARDEN
ENGLAND B95 5QR**

Sic Codes:

62020

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director *1*

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

Company Director 2

Type: **Person**

Full Forename(s): **MR CHRISTOPHER STUART**

Surname: **LOVE**

Former Names:

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/02/1976** *Nationality:* **BRITISH**

Occupation: **CHIEF
BUSINESS
DEVELOPMENT
OFFICER**

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

Company Director 3

Type: **Person**

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

Surname: **BLACK**

Former Names:

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/09/1974** *Nationality:* **BRITISH**

Occupation: **CHIEF
TECHNICAL
OFFICER**

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

Company Director **4**

Type: **Person**

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

Surname: **JOHNSON**

Former Names:

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/10/1970** *Nationality:* **BRITISH**

Occupation: **CHIEF
OPERATING
OFFICER**

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

Company Director 5

Type: **Person**

Full Forename(s): **MRS LORRAINE SEYCHELLE**

Surname: **NICHOLS**

Former Names:

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/07/1971** *Nationality:* **BRITISH**

Occupation: **CHIEF
FINANCIAL
OFFICER**

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

Company Director **6**

Type: **Person**

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

Surname: **QUINTON**

Former Names:

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/06/1979** *Nationality:* **BRITISH**

Occupation: **BUSINESS
ASSURANCE
LEAD**

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

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: **REPL GROUP WORLDWIDE
LIMITED**

Address **BROOK HOUSE
BIRMINGHAM ROAD
HENLEY-IN-ARDEN
ENGLAND
B95 5QR**

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

Individual Person with Significant Control details

Names: **MR MICHAEL JOHN DALRYMPLE CALLENDER**

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

Date of Birth: ****/12/1970** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR CHRISTOPHER STUART LOVE**

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

Date of Birth: ****/02/1976** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR THOMAS QUINTON**

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

Date of Birth: ****/06/1979** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person 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: **REPL GROUP WORLDWIDE LIMITED**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of REPL SOFTWARE 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
REPL GROUP WORLDWIDE LIMITED	Authenticated Electronically

Dated: 28/08/2019