

FILE COPY



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

Company Number **12696501**

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

**FLEXICARE VENTURES 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 **25th June 2020**



\* N12696501H \*



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: **24/06/2020**

X97US9F7

*Company Name in full:* **FLEXICARE VENTURES LIMITED**

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

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

*Proposed Registered Office Address:* **C/O FLEXICARE (GROUP) LIMITED  
CYNON VALLEY BUSINESS PARK  
MOUNTAIN ASH  
WALES CF45 4ER**

*Sic Codes:* **64209**

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

**Private (Ltd by Shares)**

## ***Proposed Officers***

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### ***Company Director***      ***1***

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

***Full Forename(s):***        **MR MARC PETER**

***Surname:***                **DAVIES**

***Former Names:***

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

***Country/State Usually  
Resident:***                **WALES**

***Date of Birth:***    **\*\*/02/1980**                      ***Nationality:***    **WELSH**

***Occupation:***    **FINANCE  
DIRECTOR**

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

## *Company Director*      2

*Type:*                                      **Person**

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

*Surname:*                                **POORMAND**

*Former Names:*

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

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

*Date of Birth:*    **\*\*/02/1978**                                      *Nationality:*    **BRITISH**

*Occupation:*    **MANAGING  
DIRECTOR**

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

## ***Statement of Capital (Share Capital)***

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|                               |                 |                                 |            |
|-------------------------------|-----------------|---------------------------------|------------|
| <i>Class of Shares:</i>       | <b>ORDINARY</b> | <i>Number allotted</i>          | <b>100</b> |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>100</b> |
| <i>Prescribed particulars</i> |                 |                                 |            |

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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#### **Statement of Capital (Totals)**

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|                  |            |                                       |            |
|------------------|------------|---------------------------------------|------------|
| <i>Currency:</i> | <b>GBP</b> | <i>Total number of shares:</i>        | <b>100</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>100</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>0</b>   |

## ***Initial Shareholdings***

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|                |                                                                                                                     |                                         |                 |
|----------------|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------|
| <i>Name:</i>   | <b>FLEXICARE (GROUP)<br/>LIMITED</b>                                                                                | <i>Class of Shares:</i>                 | <b>ORDINARY</b> |
| <i>Address</i> | <b>C/O FLEXICARE (GROUP)<br/>LIMITED<br/>CYNON VALLEY BUSINESS<br/>PARK<br/>MOUNTAIN ASH<br/>WALES<br/>CF45 4ER</b> | <i>Number of shares:</i>                | <b>100</b>      |
|                |                                                                                                                     | <i>Currency:</i>                        | <b>GBP</b>      |
|                |                                                                                                                     | <i>Nominal value of each<br/>share:</i> | <b>1</b>        |
|                |                                                                                                                     | <i>Amount unpaid:</i>                   | <b>0</b>        |
|                |                                                                                                                     | <i>Amount paid:</i>                     | <b>1</b>        |

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** FLEXICARE (GROUP) LIMITED

***Service Address:*** C/O FLEXICARE (GROUP) LIMITED  
CYNON VALLEY BUSINESS PARK  
MOUNTAIN ASH  
WALES  
CF45 4ER

***Legal Form:*** PRIVATE COMPANY LIMITED BY SHARES

***Governing Law:*** COMPANIES ACT 2006

***Register Location:*** UK REGISTER OF COMPANIES

***Country/State:*** UNITED KINGDOM

***Registration Number:*** 09109193



|                          |                                                                                                                                                   |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Nature of control</i> | <b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>                                  |
| <i>Nature of control</i> | <b>The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.</b>                                         |
| <i>Nature of control</i> | <b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b> |

## ***Statement of Compliance***

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

*Name:* **FLEXICARE (GROUP) LIMITED**  
*Authenticated* **YES**

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## ***Authorisation***

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

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## **COMPANY HAVING A SHARE CAPITAL**

### **Memorandum of Association of FLEXICARE VENTURES 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.

| <b>Name of each subscriber</b> | <b>Authentication</b>        |
|--------------------------------|------------------------------|
| FLEXICARE (GROUP) LIMITED      | Authenticated Electronically |

Dated: 24/06/2020