

FILE COPY



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company Number **12696914**

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

GRESHAM HOUSE ENERGY STORAGE HOLDINGS PLC

is this day incorporated under the Companies Act 2006 as a public 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**



* N12696914P *



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: **24/06/2020**

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Company Name in full: **GRESHAM HOUSE ENERGY STORAGE HOLDINGS PLC**

Company Type: **Public limited company**

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

Proposed Registered Office Address: **THE SCALPEL, 18TH FLOOR LIME STREET
LONDON
UNITED KINGDOM EC3M 7AF**

Sic Codes: **35140**

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

Proposed Officers

Company Secretary 1

Type: Corporate
Name: JTC (UK) LIMITED
Principal / Business Address: THE SCALPEL, 18TH FLOOR 52 LIME STREET
LONDON
UNITED KINGDOM EC3M 7AF

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM
Registration Number: 04301763

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

Company Director 1

Type: **Person**

Full Forename(s): **STEPHEN JAMES**

Surname: **BECK**

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

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

Date of Birth: ****/12/1973** **Nationality:** **BRITISH**

Occupation: **CHARTERED
ACCOUNTANT**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR GARETH EDWARD**

Surname: **OWEN**

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

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

Date of Birth: ****/01/1975** **Nationality:** **BRITISH**

Occupation: **COMPANY
DIRECTOR**

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

Company Director **3**

Type:	Person		
Full Forename(s):	MR BOZKURT		
Surname:	AYDINOGLU		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/06/1971	Nationality:	BRITISH
Occupation:	COMPANY DIRECTOR		

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

Company Director **4**

Type:	Person		
Full Forename(s):	MR BENJAMIN JAMES ERNEST		
Surname:	GUEST		
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/03/1973	Nationality:	BRITISH
Occupation:	COMPANY 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>	50000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	50000
<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>	50000
		<i>Total aggregate nominal value:</i>	50000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **GRESHAM HOUSE ENERGY
STORAGE FUND PLC**

Class of Shares: **ORDINARY**

Address **THE SCALPEL, 18TH
FLOOR LIME STREET
LONDON
UNITED KINGDOM
EC3M 7AF**

Number of shares: **50000**

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: GRESHAM HOUSE ENERGY STORAGE FUND PLC

Service Address: THE SCALPEL, 18TH FLOOR LIME STREET
LONDON
UNITED KINGDOM
EC3M 7AF

Legal Form: PUBLIC LIMITED COMPANY

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 11535957

<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: **EVERSHEDS SUTHERLAND (INTERNATIONAL) LLP**

Agent's Address: **EVERSHEDS HOUSE 70 GREAT BRIDGEWATER STREET
MANCHESTER
UNITED KINGDOM
M1 5ES**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **EVERSHEDS SUTHERLAND (INTERNATIONAL) LLP**

Agent's Address: **EVERSHEDS HOUSE 70 GREAT BRIDGEWATER STREET
MANCHESTER
UNITED KINGDOM
M1 5ES**

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
GRESHAM HOUSE ENERGY STORAGE HOLDINGS PLC**

(the "**Company**")

The 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 subscriber

Authentication by each subscriber

Gresham House Energy Storage Fund plc

Dated: 24 June 2020