

FILE COPY



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company Number **12697961**

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

RESIDENTIAL MORTGAGE SECURITIES 32 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**



* N12697961S *



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: **19/06/2020**

X97K5SFV

Company Name in full:

RESIDENTIAL MORTGAGE SECURITIES 32 PLC

Company Type:

Public limited company

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**6TH FLOOR 125 WOOD STREET
LONDON
UNITED KINGDOM EC2V 7AN**

Sic Codes:

**64922
64999**

I wish to entirely adopt the following model articles:

Public

Proposed Officers

Company Secretary 1

Type: Corporate
Name: APEX TRUST CORPORATE LIMITED
Principal / Business Address: 6TH FLOOR 125 WOOD STREET
LONDON
UNITED KINGDOM EC2V 7AN

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM
Registration Number: 05322525

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

Company Director 1

Type: **Person**
Full Forename(s): **MR SEAN PETER**
Surname: **MARTIN**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/02/1965** **Nationality:** **BRITISH**
Occupation: **DIRECTOR**

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

Company Director 2

Type: **Corporate**
Name: **APEX CORPORATE SERVICES (UK) LIMITED**
Principal / Business Address: **6TH FLOOR 125 WOOD STREET
LONDON
UNITED KINGDOM EC2V 7AN**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **05710730**

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

Company Director **3**

| | |
|-------------------------------|----------------------------------------------------------------|
| Type: | Corporate |
| Name: | APEX TRUST CORPORATE LIMITED |
| Principal / Business Address: | 6TH FLOOR 125 WOOD STREET LONDON UNITED KINGDOM EC2V 7AN |

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM
Registration Number: 05322525

The subscribers confirm that the corporate body 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> | | | |

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> | 1 |
| | | <i>Total aggregate nominal value:</i> | 1 |
| | | <i>Total aggregate unpaid:</i> | 0 |

Initial Shareholdings

| | | | |
|----------------|---------------------------------------------------------------------------------|-----------------------------------------|-----------------|
| <i>Name:</i> | RESIDENTIAL MORTGAGE SECURITIES 32 PARENT LIMITED | <i>Class of Shares:</i> | ORDINARY |
| <i>Address</i> | 6TH FLOOR 125 WOOD STREET LONDON UNITED KINGDOM EC2V 7AN | <i>Number of shares:</i> | 1 |
| | | <i>Currency:</i> | GBP |
| | | <i>Nominal value of each share:</i> | 1 |
| | | <i>Amount unpaid:</i> | 0 |
| | | <i>Amount paid:</i> | 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: RESIDENTIAL MORTGAGE SECURITIES 32 PARENT LIMITED

Service Address: 6TH FLOOR 125 WOOD STREET
LONDON
UNITED KINGDOM
EC2V 7AN

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 12660789

| | |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <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.

Name: **RESIDENTIAL MORTGAGE SECURITIES 32 PARENT LIMITED**
Authenticated **YES**

Authorisation

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

COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RESIDENTIAL MORTGAGE SECURITIES 32 PLC

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 |
|----------------------------------------------------------|------------------------------------------|
| Residential Mortgage Securities 32 Parent Limited | Authenticated Electronically |

19 June 2020