

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12748135**

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

CODERE FINANCE 2 (UK) 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 **16th July 2020**



* N12748135I *



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: **15/07/2020**

X99C0L40

Company Name in full: **CODERE FINANCE 2 (UK) LIMITED**

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

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

Proposed Registered Office Address: **C/O TMF GROUP 8TH FLOOR
20 FARRINGDON STREET
LONDON
UNITED KINGDOM EC4A 4AB**

Sic Codes: **64999**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type: **Person**

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

Surname: **MARTINEZ-FIDALGO**

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

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

Date of Birth: ****/12/1975** **Nationality:** **SPANISH**

Occupation: **CONSULTANT**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR MATTHEW CHARLES**

Surname: **TURNER**

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

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

Date of Birth: ****/11/1963** **Nationality:** **BRITISH**

Occupation: **INVESTMENT
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>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **CODERE S.A.**

Address **26 AVENIDA DE BRUSELAS
ALCOBENDAS
MADRID
SPAIN
28108**

Class of Shares: **ORDINARY**

Number of shares: **100**

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: CODERE S.A.

Service Address: 26 AVENIDA DE BRUSELAS
ALCOBENDAS
MADRID
SPAIN
28108

Legal Form: CORPORATE

Governing Law: SPAIN

Register Location: SPAIN

Country/State: SPAIN

Registration Number: A-87,172,003

<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: **CODERE S.A.**
Authenticated **YES**

Authorisation

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

COMPANY LIMITED BY SHARES INCORPORATED
UNDER THE COMPANIES ACT 2006
MEMORANDUM OF ASSOCIATION
OF
CODERE FINANCE 2 (UK) 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 by each subscriber

CODERE S.A.

Dated: 15 July 2020