

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 12837332

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

DARNOLD LICENSING 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 August 2020**



* N12837332G *



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: 24/08/2020

X9C45D02

Company Name in full: **DARNOLD LICENSING LIMITED**

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

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

Proposed Registered Office Address: **1-2 CHURCH HILL
KNUTSFORD
UNITED KINGDOM WA16 6DH**

Sic Codes: **56101**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **FRANK**

Surname: **BANDURA**

Service Address: **1-2 CHURCH HILL
KNUTSFORD
UNITED KINGDOM WA16 6DH**

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

Date of Birth: ****/06/1966** ***Nationality:*** **BRITISH**

Occupation: **DIRECTOR**

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

Company Director **2**

Type: **Person**

Full Forename(s): **MATTHEW ADAM**

Surname: **SNELL**

Service Address: **1-2 CHURCH HILL
KNUTSFORD
UNITED KINGDOM WA16 6DH**

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

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

Occupation: **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>	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

Name: **GUSTO RESTAURANTS
GROUP LIMITED**

Class of Shares: **ORDINARY**

Address **1-2 CHURCH HILL
KNUTSFORD
UNITED KINGDOM
WA16 6DH**

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

Relevant Legal Entity (RLE) details

Company Name: GUSTO RESTAURANTS GROUP LIMITED

Service Address: 1-2 CHURCH HILL
KNUTSFORD
UNITED KINGDOM
WA16 6DH

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 08722610

<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: **GUSTO RESTAURANTS GROUP LIMITED**
Authenticated **YES**

Authorisation

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

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DARNOLD LICENSING LIMITED (the "Company")

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

Gusto Restaurants Group Limited

Dated 24 August 2020