

FILE COPY



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

Company Number **12894459**

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

**PIL MEMBRANES EOT 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 **21st September 2020**



\* N12894459T \*



**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: **21/09/2020**

X9E0S5F4

*Company Name in full:*

**PIL MEMBRANES EOT LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
ENGLAND PE30 2HS**

*Sic Codes:*

**82990**

## ***Proposed Officers***

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

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

***Full Forename(s):***        **MR MARK WILLIAM**

***Surname:***                **HAMILTON**

***Service Address:***        **RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM PE30 2HS**

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

***Date of Birth:***    **\*\*/09/1969**                      ***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):	MR MARK		
Surname:	LITTLEWOOD		
Service Address:	RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD KING'S LYNN NORFOLK UNITED KINGDOM PE30 2HS		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/07/1962	Nationality:	BRITISH
Occupation:	DIRECTOR		

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

***Company Director*** 3

Type:	Person		
Full Forename(s):	MR JEROME ALEXANDRE SYLVAIN		
Surname:	FAISSAT		
Service Address:	RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD KING'S LYNN NORFOLK UNITED KINGDOM PE30 2HS		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/05/1978	Nationality:	FRENCH
Occupation:	DIRECTOR		

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

***Company Director***      **4**

Type:	Person		
Full Forename(s):	MR GEOFFREY PAUL		
Surname:	DAVIES		
Service Address:	RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD KING'S LYNN NORFOLK UNITED KINGDOM PE30 2HS		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/01/1959	Nationality:	BRITISH
Occupation:	DIRECTOR		

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

***Company Director***      **5**

Type:	Person		
Full Forename(s):	MR PAUL MITCHELL		
Surname:	BAMBER		
Service Address:	RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD KING'S LYNN NORFOLK UNITED KINGDOM PE30 2HS		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/02/1953	Nationality:	BRITISH
Occupation:	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>1</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1</b>
<i>Prescribed particulars</i>			

**ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, 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>1</b>
		<i>Total aggregate nominal value:</i>	<b>1</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **PIL MEMBRANES LIMITED**

*Address* **RIVERSIDE INDUSTRIAL  
ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***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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## ***Individual Person with Significant Control details***

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***Names:*** MR MARK WILLIAM HAMILTON

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

***Date of Birth:*** \*\*/09/1969                      ***Nationality:*** BRITISH

***Service Address:*** RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.**

## ***Individual Person with Significant Control details***

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***Names:*** MR MARK LITTLEWOOD

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

***Date of Birth:*** \*\*/07/1962 ***Nationality:*** BRITISH

***Service Address:*** RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS

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*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.**

## ***Individual Person with Significant Control details***

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***Names:*** MR JEROME ALEXANDRE SYLVAIN FAISSAT

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

***Date of Birth:*** \*\*/05/1978 ***Nationality:*** FRENCH

***Service Address:*** RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS

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*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.**

## ***Individual Person with Significant Control details***

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***Names:*** MR GEOFFREY PAUL DAVIES

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

***Date of Birth:*** \*\*/01/1959                      ***Nationality:*** BRITISH

***Service Address:*** RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS

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*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.**



## ***Individual Person with Significant Control details***

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***Names:*** MR PAUL MITCHELL BAMBER

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

***Date of Birth:*** \*\*/02/1953                      ***Nationality:*** BRITISH

***Service Address:*** RIVERSIDE INDUSTRIAL ESTATE ESTUARY ROAD  
KING'S LYNN  
NORFOLK  
UNITED KINGDOM  
PE30 2HS

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.**

## ***Statement of Compliance***

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*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:*                      **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

*Agent's Address:*                **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

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## ***Authorisation***

*Authoriser Designation:*   **agent**

*Authenticated*   **YES**

*Agent's Name:*                      **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

*Agent's Address:*                **20-22 WENLOCK ROAD  
LONDON  
ENGLAND  
N1 7GU**

# Companies Act 2006

## COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

**PIL MEMBRANES EOT 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 each.

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Name of each subscriber

Authentication by each subscriber

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### **PIL MEMBRANES HOLDINGS LIMITED**

Authorising Person: Mark Hamilton on behalf  
of PIL Membranes Holdings Limited

..........

Dated

.....14/9/20.....

**The Companies Acts 2006**

**Private Company Limited by Shares Articles of Association**

**PIL MEMBRANES EOT LIMITED**

**("the Company")**

**1. Preliminary**

- 1.1. The Company's name shall be **PIL Membranes EOT Limited**.
- 1.2. The Company's registered office shall be in England and Wales.
- 1.3. The liability of the members is limited.
- 1.4. The Regulations contained in The Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) pursuant to section 19(1) of the Companies Act 2006 (2006 Act) (hereinafter called "Model Articles") shall apply to the Company save in so far as they are excluded or varied hereby such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.5. In these Articles the expression "the Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**2. Allotment of Shares**

- 2.1. Shares shall be under the control of the directors who may (subject to the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2. In accordance with Section 562 of the Act, Section 561 (inclusive) of the Act shall not apply to the Company.
- 2.3. The directors are generally and unconditionally authorised for the purposes of Section 549 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 549) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

**3. General Meetings and Resolutions**

- 3.1. Every notice convening a General Meeting shall comply with the provisions of Sections 324 to 331 of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the directors and to the Auditors for the time being of the Company.
- 3.2. No business shall be transacted at any General Meeting unless a quorum is present. Subject to article 3.3 below two persons entitled to vote upon the business to be transacted,

each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

- 3.3. If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representatives shall be a quorum.
- 3.4. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 3.5. If and of so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 168 and 510 of the Act.
- 3.6. Any decision taken by a sole Member pursuant to paragraph 3.1 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

#### 4. **Appointment of directors**

- 4.1. The first directors shall be appointed by the subscriber to the Memorandum of Association who may appoint himself to the office of director.
- 4.2. Thereafter, unless the directors shall resolve otherwise the minimum number of directors of the Company shall be 3 (three) and the maximum shall be 5 (five) provided that if the number of directors shall fall below 3 (three) this shall not prejudice the operation of the board of the Company whilst suitable replacement(s) are identified and appointed.
- 4.3. Articles 17 and 18 of the Model Articles shall not apply to the Company.
- 4.4. A person may be appointed as an additional director of the Company by resolution of the directors who shall, in consultation with the chairperson for the time being, take reasonable steps to ensure the appointee is fit and proper and possesses the requisite skills and experience to fulfill the office to which he or she is appointed. The directors shall not be entitled to make an appointment under this Article if it would cause the maximum number of directors referred to at Article 4.2 to be exceeded.
- 4.5. In any case where, as a result of death or bankruptcy or any other reason the Company has no directors, the members of the Company may resolve (by no less than a 75% majority) to appoint a natural person to be a director.
- 4.6. A director may be removed from office by a resolution of not less than two thirds of the directors present at the meeting (in all cases excluding the director whose proposed removal is the subject of the resolution in question).
- 4.7. On being appointed (and subject always to the provisions of Article 4.6), a director shall hold office for such period as may be determined by resolution of the other directors.
- 4.8. Upon expiry of the period of office that may be determined in accordance with Article 4.7, a director shall automatically retire from office, unless the directors shall resolve that they shall be reappointed (subject always to the provisions of Article 6.9).

5. **Chairperson**

- 5.1. The directors shall have the right to appoint the chairperson of the board of the Company from amongst their midst.
- 5.2. The chairperson shall consult with the directors as regards the appointment of any person that is proposed under Article 4.4 and provide such information to the directors as he or she shall think fit regarding the skills and experience of any candidate, with a view to enabling the directors make appointments of additional directors that maintain a suitable range and balance of skills amongst the directors as a whole.

6. **Borrowing Powers**

- 6.1. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 549 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. **Proceedings of directors**

- 7.1. The quorum for the transaction of the business of the directors shall be any three directors.
- 7.2. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present in the meeting.
- 7.3. A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in a meeting can hear each other at the same time. Participation in a meeting in this manner is treated as a presence in person at the meeting.
- 7.4. Article 14 of the Model Articles shall not apply to the Company.

8. **The Seal**

- 8.1. If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Article 24 of the Model Articles relating to the sealing of share certificates shall apply only if the Company has a seal. Article 49 of the Model Articles A shall not apply to the Company.
- 8.2. The Company may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

9. **Indemnity**

- 9.1. Every director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal or in connection with any applications under the Act, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto But this Article shall only have effect in so far as its provisions are not voided by Section 532 of the Act.
- 9.2. The directors shall have power to purchase and maintain for any director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 533 of the Act.
- 9.3. Article 52 of the Model Articles shall not apply to the Company.

10. **Transfer of Shares**

- 10.1. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.