

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12996853**

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

VALENS LEGAL LTD

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 **4th November 2020**



* N12996853U *



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: **04/11/2020**

X9H4Z39D

Company Name in full:

VALENS LEGAL LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**16 BERKELEY STREET
LONDON
ENGLAND W1J 8DZ**

Sic Codes:

**69109
70229**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director ***1***

Type: **Person**

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

Surname: **MACFARLANE-BOWMAN**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/11/1978** ***Nationality:*** **SCOTTISH**

Occupation: **CHIEF**
 EXECUTIVE

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

Company Director **4**

Type: **Person**

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

Surname: **PEDERSEN**

Former Names:

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

***Country/State Usually
Resident:*** **DENMARK**

Date of Birth: ****/05/1977** ***Nationality:*** **DANISH**

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>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

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: **VALENS HOLDING AG**

Address **ESCHERSHEIMER
LANDSTRASSE 42
FRANKFURT AM MAIN
GERMANY
60322**

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: VALENS HOLDING AG

Service Address: ESCHERSHEIMER LANDSTRASSE 42
FRANKFURT AM MAIN
GERMANY
60322

Legal Form: AKTIENGESELLSCHAFT

Governing Law: GERMAN STOCK CORPORATION ACT

Register Location: REGISTER OF COMPANIES GERMANY

Country/State: GERMANY

Registration Number: HRB 112017

<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 holds, directly or indirectly, 75% or more of the shares 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: **VALENS HOLDING AG**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of VALENS LEGAL LTD

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
VALENS HOLDING AG	Authenticated Electronically

Dated: 04/11/2020