

FILE COPY



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

Company Number **13189711**

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

CERES SPV 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 **9th February 2021**



* N13189711I *



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: **08/02/2021**

X9XV2IY1

Company Name in full:

CERES SPV LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**THE OLD GRAMMAR SCHOOL HALLGATE
HEXHAM
NORTHUMBERLAND
ENGLAND NE46 1XD**

Sic Codes:

64209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MS HELEN MARY**

Surname: **EDWARDS**

Service Address: **THE OLD GRAMMAR SCHOOL HALLGATE
HEXHAM
NORTHUMBERLAND
UNITED KINGDOM NE46 1XD**

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

Date of Birth: ****/04/1956** **Nationality:** **CANADIAN**

Occupation: **COMPANY
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>			

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

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: **CERES ENERGY LIMITED**

Address **THE OLD GRAMMAR
SCHOOL HALLGATE
HEXHAM
NORTHUMBERLAND
UNITED KINGDOM
NE46 1XD**

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)

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: CERES ENERGY LIMITED

Service Address: THE OLD GRAMMAR SCHOOL HALLGATE
HEXHAM
NORTHUMBERLAND
UNITED KINGDOM
NE46 1XD

Legal Form: LIMITED

Governing Law: ENGLISH

Register Location: COMPANIES HOUSE

Country/State: UNITED KINGDOM

Registration Number: 06490828

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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**

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

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of CERES SPV 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.

Subscriber:

Ceres Energy Limited

Authentication: Authenticated Electronically

Dated: 8 Feb 2021