

FILE COPY



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

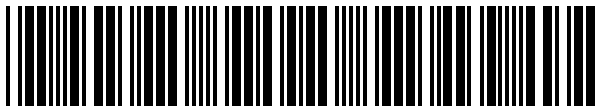
Company Number **13793718**

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

ANTHEMIS CB SPV GP 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 **10th December 2021**



N13793718Q



Companies House



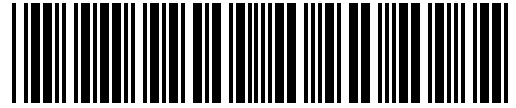
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **09/12/2021**

XAIYTNUY

Company Name in full: **ANTHEMIS CB SPV GP LIMITED**

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

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

Proposed Registered Office Address: **3RD FLOOR 25 SOHO SQUARE
LONDON
UNITED KINGDOM W1D 3QR**

Sic Codes: **64303**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director *1*

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

Company Director 2

Type: **Person**

Full Forename(s): **MR RUTH FOXE**

Surname: **BLADER**

Service Address: **4 RUE DE RONDE DE FORT GRIFFON
BESANCON
FRANCE 25 000**

Country/State Usually Resident: **FRANCE**

Date of Birth: ****/07/1977** *Nationality:* **AMERICAN**

Occupation: **INVESTOR**

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 SHARES A	<i>Number allotted</i>	100
		<i>Aggregate nominal value:</i>	1
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ANTHEMIS CAPITAL
MANAGERS LIMITED**

Class of Shares: **ORDINARY SHARES A**

Address **3RD FLOOR 25 SOHO
SQUARE
LONDON
UNITED KINGDOM
W1D 3QR**

Number of shares: **1**
Currency: **GBP**
*Nominal value of each
share:* **0.01**
Amount unpaid: **0**
Amount paid: **0.01**

Name: **ANTHEMIS GP MEMBER
LIMITED**

Class of Shares: **ORDINARY SHARES A**

Address **3RD FLOOR 25 SOHO
SQUARE
LONDON
UNITED KINGDOM
W1D 3QR**

Number of shares: **99**
Currency: **GBP**
*Nominal value of each
share:* **0.01**
Amount unpaid: **0**
Amount paid: **0.01**

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: **ANTHEMIS GP MEMBER LIMITED**

Service Address: **3RD FLOOR 25 SOHO SQUARE
LONDON
UNITED KINGDOM
W1D 3QR**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

Register Location: **COMPANIES HOUSE**

Country/State: **UNITED KINGDOM**

Registration Number: **09680928**

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: **NAOSHIR VACHHA**

Agent's Address: **3RD FLOOR 25 SOHO SQUARE
LONDON
UNITED KINGDOM
W1D 3QR**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **NAOSHIR VACHHA**

Agent's Address: **3RD FLOOR 25 SOHO SQUARE
LONDON
UNITED KINGDOM
W1D 3QR**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of ANTHEMIS CB SPV GP 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
ANTHEMIS CAPITAL MANAGERS LIMITED	Authenticated Electronically
ANTHEMIS GP MEMBER LIMITED	Authenticated Electronically

Dated: 09/12/2021