

FILE COPY



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

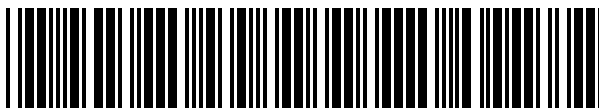
Company Number **13877732**

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

ORBUS CAPITAL 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 **28th January 2022**



N13877732P



Companies House



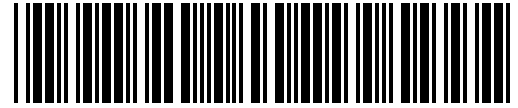
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **27/01/2022**

XAWKVOKB

Company Name in full:

ORBUS CAPITAL LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**NORTH COTTAGE LANGTON ROAD
LANGTON GREEN
TUNBRIDGE WELLS
ENGLAND TN3 0BB**

Sic Codes:

64209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Secretary 1

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

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

Company Director *1*

Type:	Person
Full Forename(s):	MR NIGEL DEREK
Surname:	HAMMOND
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/06/1964** *Nationality:* **BRITISH**
Occupation: **INVESTMENT MANAGER**

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

Company Director 2

Type:	Person
Full Forename(s):	MR DAVID
Surname:	FORBES
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/04/1983** *Nationality:* **BRITISH**
Occupation: **INVESTMENT MANAGER**

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>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF 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

<i>Name:</i>	VESPA CAPITAL III GP LLP ON BEHALF OF VESPA CAPITAL III LP	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	NORTH COTTAGE LANGTON ROAD LANGTON GREEN TUNBRIDGE WELLS ENGLAND TN3 0BB	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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: **VESPA CAPITAL III GP LLP ON BEHALF OF VESPA CAPITAL III LP**

Service Address: **NORTH COTTAGE LANGTON ROAD
LANGTON GREEN
TUNBRIDGE WELLS
ENGLAND
TN3 0BB**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **LIMITED LIABILITY PARTNERSHIPS ACT 2000**

Register Location: **UK REGISTER OF COMPANIES**

Country/State: **UNITED KINGDOM**

Registration Number: **OC430111**

<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: **VESPA CAPITAL III GP LLP ON BEHALF OF VESPA CAPITAL III LP**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of ORBUS CAPITAL 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
VESPA CAPITAL III GP LLP ON BEHALF OF VESPA CAPITAL III LP	Authenticated Electronically

Dated: 27/01/2022