

FILE COPY



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

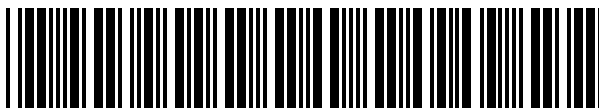
Company Number **14006099**

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

ZENSHO FOODS UK 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 March 2022**



N14006099G



Companies House



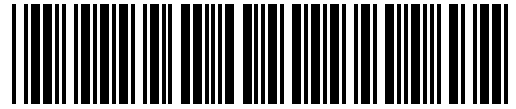
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **25/03/2022**

XB0JIO5K

Company Name in full:

ZENSHO FOODS UK LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**LONDON FRUIT & WOOL EXCHANGE 1 DUVAL SQUARE
LONDON
ENGLAND E1 6PW**

Sic Codes:

56101

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director *1*

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	560000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	560000
<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>	560000
		<i>Total aggregate nominal value:</i>	560000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ZENSHO EUROPE
HOLDINGS B.V.**

Class of Shares: **ORDINARY**

Address **13 D VAN HEUVEN
GOEDHARTLAAN
AMSTELVEEN
NETHERLANDS
1181 LE**

Number of shares: **560000**

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: **ZENSHO HOLDINGS CO., LTD.**

Service Address: **2-18-1 JR SHINAGAWA EAST BUILDING
KONAN
MINATO-KU
TOKYO
JAPAN**

Legal Form: **KABUSHIKI KAISHA**

Governing Law: **JAPANESE LAW**

Register Location: **JAPAN**

Country/State: **JAPAN**

Registration Number: **2010401045277**

<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 holds, directly or indirectly, 75% or more of the voting rights 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: **ZENSHO EUROPE HOLDINGS B.V.**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of ZENSHO FOODS UK 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
ZENSHO EUROPE HOLDINGS B.V.	Authenticated Electronically

Dated: 25/03/2022