

FILE COPY



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

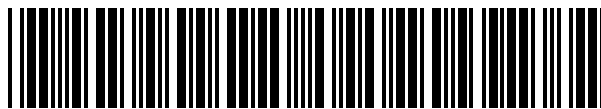
Company Number **14032258**

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

SMFL LCI HELICOPTERS UK TWO 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 **7th April 2022**



N14032258C



Companies House



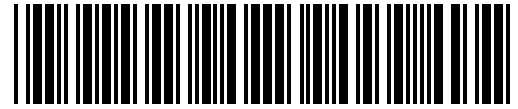
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **06/04/2022**

XB1DCR8Q

Company Name in full: **SMFL LCI HELICOPTERS UK TWO LIMITED**

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

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

Proposed Registered Office Address: **13-14 HOBART PLACE
LONDON
UNITED KINGDOM SW1W 0HH**

Sic Codes: **77351**

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

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **JASPAL**

Surname: **JANDU**

Former Names:

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

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/08/1974** *Nationality:* **BRITISH**

Occupation: **CHIEF EXECUTIVE OFFICER**

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

Company Director 2

Type: **Person**

Full Forename(s): **KOICHI**

Surname: **KAWAMURA**

Former Names:

Service Address: **VINTNERS PLACE 68 UPPER THAMES STREET
LONDON
ENGLAND EC4V 3BJ**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/10/1965** *Nationality:* **JAPANESE**

Occupation: **UNIT GENERAL MANAGER**

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

Company Director 3

Type: **Person**

Full Forename(s): **YUSUKE**

Surname: **KATAOKA**

Former Names:

Service Address: **1-3-2 MARUNOUCHI
CHIYODA-KU
TOKYO
JAPAN 100-8287**

*Country/State Usually
Resident:* **JAPAN**

Date of Birth: ****/09/1977** *Nationality:* **JAPANESE**

Occupation: **GENERAL 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>	1000
<i>Currency:</i>	USD	<i>Aggregate nominal value:</i>	1000
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS EQUALLY ENTITLED TO A DISTRIBUTION OF DIVIDENDS. EACH SHARE IS EQUALLY ENTITLED TO A DISTRIBUTION OF CAPITAL.

Statement of Capital (Totals)

<i>Currency:</i>	USD	<i>Total number of shares:</i>	1000
		<i>Total aggregate nominal value:</i>	1000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **SMFL LCI HELICOPTERS
LIMITED**

Class of Shares: **ORDINARY**

Address **GROUND FLOOR 6
GEORGE'S DOCK
DUBLIN 1
IRELAND
I.F.S.C.**

Number of shares: **1000**

Currency: **USD**

*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: **SUMITOMO CORPORATION**

Service Address: **OTEMACHI PLACE EAST TOWER 3-2 OTEMACHI 2-
CHOME
CHIYODA-KU
TOKYO
JAPAN
100-8601**

Legal Form: **CORPORATION**

Governing Law: **JAPAN**

Register Location: **LEGAL AFFAIRS BUREAU**

Country/State: **JAPAN**

Registration Number: **1010001008692**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Relevant Legal Entity (RLE) details

Company Name: **SUMITOMO MITSUI FINANCIAL GROUP**

Service Address: **1-2 MARUNOUCHI 1-CHOME
CHIYODA-KU
TOKYO
JAPAN**

Legal Form: **CORPORATION**

Governing Law: **JAPAN**

Register Location: **LEGAL AFFAIRS BUREAU**

Country/State: **JAPAN**

Registration Number: **2010001081053**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **SMFL LCI HELICOPTERS LIMITED**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

SMFL LCI HELICOPTERS UK TWO 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
SMFL LCI HELICOPTERS LIMITED	Authenticated Electronically

Dated: 06/04/2022