

FILE COPY



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

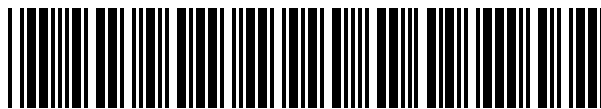
Company Number **14185047**

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

GAMMA TOPCO 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 **21st June 2022**



N14185047H



Companies House



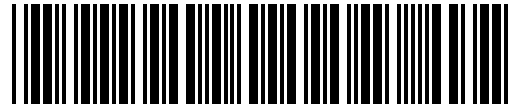
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **20/06/2022**

XB6KSECQ

Company Name in full: **GAMMA TOPCO LIMITED**

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

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

Proposed Registered Office Address: **1 FINSBURY CIRCUS
LONDON
UNITED KINGDOM EC2M 7SH**

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): **LLEWELLYN RICHARD DODDS**
Surname: **JOHN**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/10/1976** *Nationality:* **BRITISH**
Occupation: **INVESTOR**

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

Company Director 2

Type: **Person**
Full Forename(s): **MR CHRISTOPHER JAMES**
Surname: **KAY**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1990** *Nationality:* **BRITISH**
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>	A	<i>Number allotted</i>	100
	ORDINARY	<i>Aggregate nominal value:</i>	1
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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

<i>Name:</i>	FPE III GP LLP ACTING AS GENERAL PARTNER FOR AND ON BEHALF OF FPE FUND III LP	<i>Class of Shares:</i>	A ORDINARY
<i>Address</i>	5TH FLOOR 8 SACKVILLE STREET LONDON W1S 3EZ	<i>Number of shares:</i>	100
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.01
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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: **FPE III GP LLP ACTING AS GENERAL PARTNER FOR AND ON BEHALF OF FPE FUND III LP**

Service Address: **5TH FLOOR 8 SACKVILLE STREET
LONDON
W1S 3EZ**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **COMPANIES ACT**

Register Location: **UNITED KINGDOM**

Country/State: **UNITED KINGDOM**

Registration Number: **OC437044**

<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: **FPE III GP LLP ACTING AS GENERAL PARTNER FOR AND ON
BEHALF OF FPE FUND III LP**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of GAMMA TOPCO 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
FPE III GP LLP ACTING AS GENERAL PARTNER FOR AND ON BEHALF OF FPE FUND III LP	Authenticated Electronically

Dated: 20/06/2022