

**FILE COPY**



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

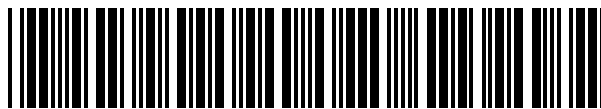
Company Number **14262301**

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

**MP PAYMENTS GROUP 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 July 2022**



\*N142623016\*



**Companies House**



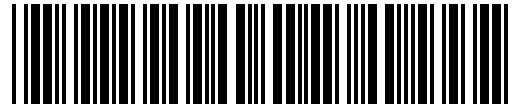
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **28/07/2022**

*XB96ZC6B*

*Company Name in full:* **MP PAYMENTS GROUP LIMITED**

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

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

*Proposed Registered Office Address:* **8 CANADA SQUARE  
LONDON  
UNITED KINGDOM E14 5HQ**

*Sic Codes:* **64205**

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

## ***Proposed Officers***

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### ***Company Director      1***

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

*Date of Birth:* **\*\*/05/1977**      *Nationality:* **BRITISH,TURKISH**  
*Occupation:* **BANKER**

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

### ***Company Director      2***

*Type:* **Person**  
*Full Forename(s):* **RONG**  
*Surname:* **ZHOU**  
*Former Names:* **CATHERINE ZHOU**  
*Service Address:* **recorded as Company's registered office**  
*Country/State Usually Resident:* **UNITED STATES**

*Date of Birth:* **\*\*/04/1973**      *Nationality:* **AMERICAN**  
*Occupation:* **NONE**

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

*Company Director* 3

Type:	Person
Full Forename(s):	GAVIN ALLEN
Surname:	MUNROE
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

*Date of Birth:*    **\*\*/01/1971**                      *Nationality:*        **AMERICAN**  
*Occupation:*    **BANKER**

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

*Company Director* 4

Type:	Person
Full Forename(s):	VIVEK
Surname:	RAM
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

*Date of Birth:* **\*\*/11/1962** *Nationality:* **BRITISH**  
*Occupation:* **BANKER (CHIEF RISK OFFICER)**

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

*Company Director* 5

*Type:* **Person**

*Full Forename(s):* **JAMES RAMSAY**

*Surname:* **ALLAN**

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

Country/State Usually Resident: UNITED KINGDOM

*Date of Birth:*    **\*\*/02/1977**                      *Nationality:*        **BRITISH**

*Occupation:* **BANKER**

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

## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>23500000</b>
<i>Currency:</i>	<b>USD</b>	<i>Aggregate nominal value:</i>	<b>23500000</b>
<i>Prescribed particulars</i>			

**EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. THE SHARES DO NOT CARRY ANY RIGHTS AS RESPECTS TO CAPITAL TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING-UP) OTHER THAN THOSE THAT EXIST AS A MATTER OF LAW. THE SHARES ARE NOT REDEEMABLE.**

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>USD</b>	<i>Total number of shares:</i>	<b>23500000</b>
		<i>Total aggregate nominal value:</i>	<b>23500000</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:*           **HSBC INVESTMENT  
COMPANY LIMITED**

*Class of Shares:*           **ORDINARY**

*Address*           **8 CANADA SQUARE  
LONDON  
UNITED KINGDOM  
E14 5HQ**

*Number of shares:*           **23500000**

*Currency:*           **USD**

*Nominal value of each  
share:*           **1**

*Amount unpaid:*           **0**

*Amount paid:*           **1**

## ***Persons with Significant Control (PSC)***

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**Statement of initial significant control**

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**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**

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## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **HSBC INVESTMENT COMPANY LIMITED**

*Service Address:* **8 CANADA SQUARE  
LONDON  
UNITED KINGDOM  
E14 5HQ**

*Legal Form:* **PRIVATE LIMITED COMPANY**

*Governing Law:* **ENGLAND & WALES**

*Register Location:* **COMPANIES HOUSE**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **04308091**

<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***

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

*Name:* **HSBC INVESTMENT COMPANY LIMITED**  
*Authenticated* **YES**

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## ***Authorisation***

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

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of MP PAYMENTS GROUP 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
HSBC INVESTMENT COMPANY LIMITED	Authenticated Electronically

Dated: 28/07/2022