

**FILE COPY**



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

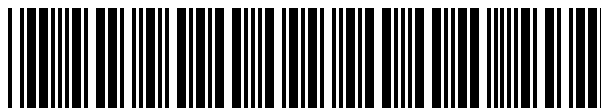
Company Number **14691663**

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

**ADAPTIVE LIFE SCIENCES 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 **27th February 2023**



\*N14691663N\*



**Companies House**



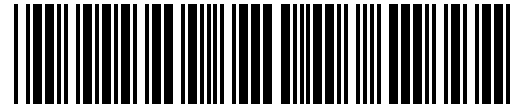
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

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

**Application to register a company**



Received for filing in Electronic Format on the: **27/02/2023**

XBY7WMGA

*Company Name in full:*

**ADAPTIVE LIFE SCIENCES LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**CARLETON HOUSE, 266-268 STRATFORD ROAD  
SHIRLEY  
SOLIHULL  
WEST MIDLANDS  
ENGLAND B90 3AD**

*Sic Codes:*

**86900  
56290**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

*Company Director*      *1*

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

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|                               |                 |                                 |            |
|-------------------------------|-----------------|---------------------------------|------------|
| <i>Class of Shares:</i>       | <b>ORDINARY</b> | <i>Number allotted</i>          | <b>100</b> |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>100</b> |
| <i>Prescribed particulars</i> |                 |                                 |            |

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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

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|                  |            |                                       |            |
|------------------|------------|---------------------------------------|------------|
| <i>Currency:</i> | <b>GBP</b> | <i>Total number of shares:</i>        | <b>100</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>100</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>0</b>   |

## ***Initial Shareholdings***

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*Name:* **DAVID UNDERWOOD**

*Address* **CARLETON HOUSE, 266-268  
STRATFORD ROAD  
SHIRLEY  
SOLIHULL  
WEST MIDLANDS  
ENGLAND  
B90 3AD**

*Class of Shares:* **ORDINARY**

*Number of shares:* **100**

*Currency:* **GBP**

*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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## ***Individual Person with Significant Control details***

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*Names:* **DAVID CLYDE UNDERWOOD**

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

*Date of Birth:* **\*\*/11/1950** *Nationality:* **CANADIAN**

*Service address recorded as Company's registered office*

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

|                          |  |
|--------------------------|--|
| <i>Nature of control</i> | <b>The person holds, directly or indirectly, 75% or more of the voting rights in the company.</b>                                  |
| <i>Nature of control</i> | <b>The person holds, directly or indirectly, 75% or more of the shares in the company.</b>   |
| <i>Nature of control</i> | <b>The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b> |



## ***Statement of Compliance***

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

*memorandum delivered by an agent for the subscriber(s):* **YES**

*Agent's Name:* **THOMAS AND YOUNG LTD**

*Agent's Address:* **CARLETON HOUSE, 266-268 STRATFORD ROAD  
SHIRLEY  
SOLIHULL  
WEST MIDLANDS  
ENGLAND  
B90 3AD**

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## ***Authorisation***

*Authoriser Designation:* **agent** *Authenticated* **YES**

*Agent's Name:* **THOMAS AND YOUNG LTD**

*Agent's Address:* **CARLETON HOUSE, 266-268 STRATFORD ROAD  
SHIRLEY  
SOLIHULL  
WEST MIDLANDS  
ENGLAND  
B90 3AD**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of ADAPTIVE LIFE SCIENCES 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               |
|-------------------------|------------------------------|
| DAVID UNDERWOOD         | Authenticated Electronically |

Dated: 27/02/2023