

**FILE COPY**



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

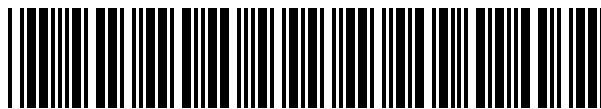
Company Number **15381194**

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

**ORCHARD TECHNOLOGY LTD**

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 **2nd January 2024**



\*N15381194J\*



**Companies House**



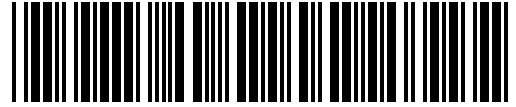
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

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

**Application to register a company**



Received for filing in Electronic Format on the: **30/12/2023**

*XCJGL0SX*

*Company Name in full:* **ORCHARD TECHNOLOGY LTD**

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

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

*Proposed Registered Office Address:* **32 OAKLEY STREET  
NORTHAMPTON  
ENGLAND NN1 3EP**

*Sic Codes:* **62020  
85410  
64303**

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

*Company Director*      *1*

## *Company Director*      2

*Type:*                                      **Person**  
*Full Forename(s):*                      **OLUWATOBI**  
*Surname:*                                **OMOTOSHO**  
*Former Names:*  
*Service Address:*                      **recorded as Company's registered office**  
*Country/State Usually Resident:*      **NIGERIA**

*Date of Birth:*      **\*\*/07/1997**                      *Nationality:*      **NIGERIAN**  
*Occupation:*      **HEAD OF PROGRAMS**

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

## *Company Director*      3

*Type:*                                      **Corporate**  
*Name:*                                      **GEMININE GROUP LTD**  
*Principal / Business Address:*                      **32 OAKLEY STREET  
NORTHAMPTON  
ENGLAND NN1 3EP**

### **UK Limited Company**

*Registration Number:*                      **15370683**

*The subscribers confirm that the corporate body 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>3</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>3</b>
<i>Prescribed particulars</i>			

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

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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>3</b>
		<i>Total aggregate nominal value:</i>	<b>3</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **GEORGE ODIANA**

*Address* **32 OAKLEY STREET  
NORTHAMPTON  
ENGLAND  
NN1 3EP**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **GEMININE GROUP LTD**

*Address* **32 OAKLEY STREET  
NORTHAMPTON  
ENGLAND  
NN1 3EP**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **OLUWATOBI OMOTOSHO**

*Address* **2 GRAY CLOSE , SABO,  
YABA, LAGOS  
LAGOS  
NIGERIA  
101245**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*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:* **OLUWATOBI OMOTOSHO**

*Country/State Usually Resident:* **NIGERIA**

*Date of Birth:* **\*\*/07/1997** *Nationality:* **NIGERIAN**

*Service Address:* **2 GRAY CLOSE , SABO, YABA, LAGOS  
LAGOS  
NIGERIA  
101245**

*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.*



*Nature of control*

**The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**

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

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*Names:* **GEORGE ASUENIMEN ODIANA**

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

*Date of Birth:* **\*\*/07/1993** *Nationality:* **NIGERIAN**

*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 has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.</b>

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

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*Company Name:* **GEMININE GROUP LTD**

*Service Address:* **32 OAKLEY STREET  
NORTHAMPTON  
ENGLAND  
NN1 3EP**

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

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **REGISTER OF COMPANIES UK**

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

*Registration Number:* **15370683**

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity 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.*

<i>Name:</i>	<b>GEORGE ODIANA</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>GEMININE GROUP LTD</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>OLUWATOBI OMOTOSHO</b>
<i>Authenticated</i>	<b>YES</b>

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## ***Authorisation***

<i>Authoriser Designation:</i>	<b>subscriber</b>	<i>Authenticated</i>	<b>YES</b>
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## COMPANY HAVING A SHARE CAPITAL

### Memorandum of Association of ORCHARD TECHNOLOGY LTD

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
GEORGE ODIANA	Authenticated Electronically
GEMININE GROUP LTD	Authenticated Electronically
OLUWATOBI OMOTOSHO	Authenticated Electronically

Dated: 30/12/2023