

FILE COPY



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

Company Number **NI658784**

The Registrar of Companies for Northern Ireland, hereby certifies that

AQUA TRUSTEES NUMBER 3 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 Northern Ireland

Given at Companies House, Belfast, on **5th February 2019**



* NI658784U *



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: **05/02/2019**

X7Y0HD6J

<i>Company Name in full:</i>	AQUA TRUSTEES NUMBER 3 LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	Northern Ireland
<i>Proposed Registered Office Address:</i>	28 DERAMORE PARK DERAMORE PARK BELFAST MALONE NORTHERN IRELAND BT9 5JU
<i>Sic Codes:</i>	64205

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MR JOHN BOYD**

Surname: **CARSON**

Former Names:

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

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

Company Director ***1***

Type: Person

Full Forename(s): **MRS JOANNE MICHELLE**

Surname: **LUCE**

Former Names: **JOANNE MULLINS**

Service Address: recorded as Company's registered office

Country/State Usually Resident: **JERSEY**

Date of Birth: **15/05/1971** *Nationality:* **BRITISH**

Occupation: MANAGING
DIRECTOR OF
REGULATED
TRUST
COMPANY

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

Company Director **2**

Type:	Person
Full Forename(s):	MISS SARAH
Surname:	MULLINS
Former Names:	CALLUM CULF
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	JERSEY

Date of Birth: **27/11/1973** *Nationality:* **IRISH**

Occupation: **DIRECTOR OF
REGULATED
TRUST
COMPANY**

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

Company Director 3

Type: **Person**

Full Forename(s): **MR JOHN BOYD**

Surname: **CARSON**

Former Names:

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

Country/State Usually Resident: **NORTHERN IRELAND**

Date of Birth: **05/05/1967** *Nationality:* **BRITISH**

Occupation: **CEO OF
SAPPHIRE
CAPITAL
PARTNERS LLP**

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>	50
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	50
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	50
		<i>Total aggregate nominal value:</i>	50
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	AQUA TRUST COMPANY LIMITED AS TRUSTEE OF THE AQUA 2 PURPOSE TRUST	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	23 PIER ROAD ST HELIER JERSEY CHANNEL ISLANDS JERSEY JE2 4XW	<i>Number of shares:</i>	50
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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

Individual Person with Significant Control details

Names: **MRS JOANNE MICHELLE LUCE**

Country/State Usually Resident: **JERSEY**

Date of Birth: ****/05/1971** ***Nationality:*** **BRITISH**

Service Address: **23 PIER ROAD ST HELIER
JERSEY
CHANNEL ISLANDS
JERSEY
JE3 4XW**

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>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.

Election to keep information on the public register

The subscribers have elected to keep Register of Secretaries information on the public register

The subscribers have elected to keep Register of Directors information on the public register

The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

Statement of Compliance

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

Name: **AQUA TRUST COMPANY LIMITED AS TRUSTEE OF THE AQUA 2
PURPOSE TRUST**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of AQUA TRUSTEES NUMBER 3 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
Aqua Trust Company Limited as trustee of the Aqua 2 Purpose Trust	Authenticated Electronically

Dated: 05/02/2019