

FILE COPY



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

Company Number **541192**

The Registrar of Companies for Scotland, hereby certifies that

HIL BM 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 Scotland

Given at Companies House, Edinburgh, on **27th July 2016**



* NSC541192D *



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: **26/07/2016**

X5C0ZPQ2

Company Name in full:

HIL BM LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**22 NAPIER ROAD
EDINBURGH
UNITED KINGDOM EH10 5AY**

Sic Codes:

64304

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **BENJAMIN JOHN PAGET**

Surname: **THOMSON**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/04/1963** *Nationality:* **BRITISH**

Occupation: **COMPANY
DIRECTOR**

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<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>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **HOTHOUSE BRANDS
LIMITED**

Class of Shares: **ORDINARY**

Address **22 NAPIER ROAD
EDINBURGH
UNITED KINGDOM
EH10 5AY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **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

Relevant Legal Entity (RLE) details

Company Name: **HOTHOUSE BRANDS LIMITED**

Service Address: **22 NAPIER ROAD
EDINBURGH
UNITED KINGDOM
EH10 5AY**

Legal Form: **COMPANIES ACT 2006**

Governing Law: **PRIVATE LIMITED COMPANY**

Register Location: **SCOTLAND**

Country/State: **SCOTLAND**

Registration Number: **SC432592**

<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 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 relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

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: **MORTON FRASER LLP**

Agent's Address: **QUARTERMILE TWO LISTER SQUARE
EDINBURGH
UNITED KINGDOM
EH3 9GL**

Authorisation

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

Agent's Name: **MORTON FRASER LLP**

Agent's Address: **QUARTERMILE TWO LISTER SQUARE
EDINBURGH
UNITED KINGDOM
EH3 9GL**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of HIL BM 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
HOTHOUSE BRANDS LIMITED	Authenticated Electronically

Dated: 26/07/2016