

FILE COPY



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

Company Number **555545**

The Registrar of Companies for Scotland, hereby certifies that

**AGSL 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 **25th January 2017**



\* NSC555545K \*



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: **24/01/2017**

X5YTIJRD

*Company Name in full:*

**AGSL LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**Scotland**

*Proposed Registered Office Address:*

**UNIT 2 DOWNS WAY INDUSTRIAL ESTATE  
HEATHHALL  
DUMFRIES  
SCOTLAND DG1 3RS**

*Sic Codes:*

**74990**

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

**Private (Ltd by Shares)**

## *Proposed Officers*

---

### *Company Director*      *1*

*Type:*                                      **Person**

*Full Forename(s):*                      **BARBARA HELEN**

*Surname:*                                **ARMSTRONG**

*Former Names:*

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

*Country/State Usually*                **SCOTLAND**

*Resident:*

*Date of Birth:*    **\*\*/01/1966**                                      *Nationality:*      **BRITISH**

*Occupation:*      **DIRECTOR**

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

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **JANET MARY**

*Surname:*                                **HUNTER**

*Former Names:*

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

*Country/State Usually Resident:*      **SCOTLAND**

*Date of Birth:*    **\*\*/12/1966**                      *Nationality:*      **BRITISH**

*Occupation:*      **DIRECTOR**

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

## *Company Director*      3

*Type:*                                      **Person**

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

*Surname:*                                **ARMSTRONG**

*Former Names:*

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

*Country/State Usually Resident:*      **SCOTLAND**

*Date of Birth:*    **\*\*/01/1970**                      *Nationality:*      **BRITISH**

*Occupation:*      **DIRECTOR**

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

*Company Director* 4

Type:	Person		
Full Forename(s):	MR JOHN ANDREW		
Surname:	ARMSTRONG		
Former Names:			
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	SCOTLAND		
Date of Birth:	**/02/1944	Nationality:	BRITISH
Occupation:	DIRECTOR		

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

*Company Director* 5

Type:	Person		
Full Forename(s):	MR BRIAN		
Surname:	WINTER		
Former Names:			
Service Address:	recorded as Company's registered office		
Country/State Usually Resident:	SCOTLAND		
Date of Birth:	**/01/1957	Nationality:	BRITISH
Occupation:	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>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>900</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>900</b>
<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>	<b>GBP</b>	<i>Total number of shares:</i>	<b>900</b>
		<i>Total aggregate nominal value:</i>	<b>900</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

---

<i>Name:</i>	<b>BARBARA HELEN ARMSTRONG</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>UNIT 2 DOWNS WAY INDUSTRIAL ESTATE HEATHHALL DUMFRIES SCOTLAND DG1 3RS</b>	<i>Number of shares:</i>	<b>300</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>JANET MARY HUNTER</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>UNIT 2 DOWNS WAY INDUSTRIAL ESTATE HEATHHALL DUMFRIES SCOTLAND DG1 3RS</b>	<i>Number of shares:</i>	<b>300</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>JOHN JOHNSTON ARMSTRONG</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>UNIT 2 DOWNS WAY INDUSTRIAL ESTATE HEATHHALL DUMFRIES SCOTLAND DG1 3RS</b>	<i>Number of shares:</i>	<b>300</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## ***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:* **BARBARA HELEN ARMSTRONG**

*Country/State Usually Resident:* **SCOTLAND**

*Date of Birth:* **\*\*/01/1966** *Nationality:* **BRITISH**

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

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

---

*Names:* **JANET MARY HUNTER**

*Country/State Usually Resident:* **SCOTLAND**

*Date of Birth:* **\*\*/12/1966** *Nationality:* **BRITISH**

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

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

---

*Names:* **MR JOHN JOHNSTON ARMSTRONG**

*Country/State Usually Resident:* **SCOTLAND**

*Date of Birth:* **\*\*/01/1970** *Nationality:* **BRITISH**

*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>	The person holds, 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, more than 25 % but not more than 50 % 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:* **HARPER MACLEOD LLP**

*Agent's Address:* **THE CA'D'ORO 45 GORDON STREET  
GLASGOW  
SCOTLAND  
G1 3PE**

---

## ***Authorisation***

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

*Agent's Name:* **HARPER MACLEOD LLP**

*Agent's Address:* **THE CA'D'ORO 45 GORDON STREET  
GLASGOW  
SCOTLAND  
G1 3PE**

---

# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of AGSL 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.

<b>Name of each subscriber</b>	<b>Authentication</b>
Barbara Helen Armstrong	Authenticated Electronically
Janet Mary Hunter	Authenticated Electronically
John Johnston Armstrong	Authenticated Electronically

Dated: 24/01/2017