

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7947906

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

ALCEDA UK 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 13th February 2012



N07947906T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006

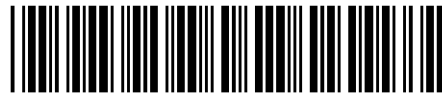


Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 13/02/2012



X12KGKIO

*Company Name
in full:*

ALCEDA UK LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**3RD FLOOR
BENNETT HOUSE 54 ST JAMES'S STREET
LONDON
UNITED KINGDOM
SW1A 1JT**

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

Company Director ***I***

Type: **Person**

Full forename(s): **MICHAEL**

Surname: **SANDERS**

Former names:

Service Address: **3RD FLOOR
BENNETT HOUSE 54 ST JAMES'S STREET
LONDON
UNITED KINGDOM
SW1A 1JT**

Country/State Usually Resident: **LUXEMBOURG**

Date of Birth: **29/03/1972** *Nationality:* **GERMAN**

Occupation: **MANAGING DIRECTOR SALES**

Consented to Act: **Y** *Date authorised:* **13/02/2012** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MANUELA**

Surname: **FROHLICH**

Former names:

Service Address: **3RD FLOOR
BENNETT HOUSE 54 ST JAMES'S STREET
LONDON
UNITED KINGDOM
SW1A 1JT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **27/03/1969** *Nationality:* **GERMAN**

Occupation: **MANAGING DIRECTOR SALES**

Consented to Act: **Y** *Date authorised:* **13/02/2012** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100

Initial Shareholdings

Name: **ALCEDA FUND MANAGEMENT
GMBH**

Address: **VALENTINSKAMP 70
HAMBURG
GERMANY
D-20355**

Class of share: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

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: **IAN WILLIAM SAUNDERS**

Agent's Address: **235 OLD MARYLEBONE ROAD
LONDON
UNITED KINGDOM
NW1 5QT**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **IAN WILLIAM SAUNDERS**

Agent's Address: **235 OLD MARYLEBONE ROAD
LONDON
UNITED KINGDOM
NW1 5QT**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ALCEDA UK 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 each.

Name of each subscriber

Authentication by each subscriber

ALCEDA FUND MANAGEMENT GMBH

Dated: 13 February 2012

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ALCEDA UK LIMITED

The Model Articles for a private company limited by shares as specified by the Companies Act 2006 shall apply to the Company with the following alterations:

PART 2 DIRECTORS

DECISION-MAKING BY DIRECTORS

QUORUM FOR DIRECTORS' MEETINGS

1. Regulation 11(2) of the Model Articles shall be deleted and the following Regulation shall be inserted in its place:

11 (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but shall not be less than two unless the Company has a sole director in which case the quorum for directors' meetings shall be one.

CASTING VOTE

2. Regulation 13 of the Model Articles shall be deleted and the following Regulation shall be inserted in its place:

13. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall not have a casting vote.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

NO REQUIREMENT FOR ALL SHARES TO BE FULLY PAID UP

3. Regulation 21 of the Model Articles shall not apply to the Company and there shall be no requirement for all shares to be fully paid up.

STATUTORY PRE-EMPTION RIGHTS DISAPPLIED

4. Pursuant to Section 569 of the Companies Act 2006, the directors shall have authority to issue shares as though Section 561 of the Companies Act 2006 did not apply to any allotment.
 5. Pursuant to Section 570 of the Companies Act 2006, the directors are generally authorised to allot equity securities as though Section 561 of the Companies Act 2006 did not apply to any allotment.
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PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

QUORUM FOR GENERAL MEETINGS

6. Regulation 38 of the Model Articles shall have the following words added as a second sentence. "If there shall be a sole member the quorum for general meetings shall be one. If there shall be more than one member, the quorum for general meetings shall be two members present in person or by proxy."