FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10299868**

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

SMARTPHONE PARTNER 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 **28th July 2016**

* N10299868U *

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

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: **27/07/2016**

X5C3J09C

Company Name in full:	**SMARTPHONE PARTNER LTD**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Registered Office Address:	**35-37 LUDGATE HILL** **OFFICE7** **LONDON** **UNITED KINGDOM EC4M 7JN**
Sic Codes:	**47910**

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

Proposed Officers

Company Secretary 1

Type:	**Corporate**
Name:	**BOSPORUS CONSULTING LIMITED**
Principal / Business Address:	**35-37 LUDGATE HILL OFFICE7 LONDON UNITED KINGDOM EC4M 7JN**

European Economic Area (EEA) Company

Register Location:	**ENGLAND AND WALES**
Registration Number:	**08878417**

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

Company Director 1

Type:	**Person**
Full Forename(s):	**MR FABIAN HORST**
Surname:	**SCHUBERT**
Former Names:	
Service Address:	**recorded as Company's registered office**
Country/State Usually Resident:	**GERMANY**

Date of Birth:	****/02/1991**	*Nationality:*	**GERMAN**
Occupation:	**DIRECTOR**		

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

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	*Number allotted*	**15000**
Currency:	**GBP**	*Aggregate nominal value:*	**15000**
Prescribed particulars			

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

Statement of Capital (Totals)

Currency:	**GBP**	*Total number of shares:*	**15000**
		Total aggregate nominal value:	**15000**
		Total aggregate unpaid:	**0**

Initial Shareholdings

Name:	**GLOBAL SHARES HOLDING UK LTD**		
		Class of Shares:	**ORDINARY**
Address	**35-37 LUDGATE HILL OFFICE7 LONDON UNITED KINGDOM EC4M 7JN**	*Number of shares:*	**15000**
		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:	**GLOBAL SHARES HOLDING UK LTD**
Service Address:	**35-37 LUDGATE HILL OFFICE7 LONDON UNITED KINGDOM EC4M 7JN**
Legal Form:	**PRIVATE LIMITED COMPANY BY SHARECOMPANIES ACT 2006**
Governing Law:	**PRIVATE LIMITED COMPANY BY SHARES**
Register Location:	**COMPANIES HOUSE OF CARDIFF**
Country/State:	**ENGLAND AND WALES**
Registration Number:	**10006280**

Nature of control	**The relevant legal entity 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, 75% or more of the shares in the company.**
Nature of control	**The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.**
Nature of control	**The relevant legal entity 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.**
Nature of control	**The relevant legal entity 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) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.**
Nature of control	**The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**
Nature of control	**The relevant legal entity 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 appoint or remove, directly or indirectly, a majority of the board of directors of the company.**
Nature of control	**The relevant legal entity 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) have the right to exercise, or actually exercise, significant influence or control over the company.**
Nature of control	**The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the company.**
Nature of control	**The relevant legal entity 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.

Nature of control	**The relevant legal entity 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, 75% or more of the voting rights in the company.**
Nature of control	**The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.**
Nature of control	**The relevant legal entity 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.**

Statement of Compliance

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

Name: **GLOBAL SHARES HOLDING UK LTD**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

SMARTPHONE PARTNER 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
Global Shares Holding UK LTD	Authenticated Electronically

Dated: 27/07/2016