

FILE COPY



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

Company Number **11148031**

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

ESPERIA CAPITAL (UK) 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 **12th January 2018**



* N111480316 *



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:***12/01/2018**

X6XHL000

Company Name in full:

ESPERIA CAPITAL (UK) LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**17 GREYCOAT HOUSE, 27 GREYCOAT STREET
LONDON
ENGLAND SW1P 2QF**

Sic Codes:

70221

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **TAMARA**

Surname: **CAIANI**

Service Address: **17 GREYCOAT HOUSE, 27 GREYCOAT STREET
LONDON
ENGLAND SW1P 2QF**

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

Company Director 1

Type:	Person		
Full Forename(s):	EMERYC		
Surname:	KPENOU		
Service Address:	17 GREYCOAT HOUSE, 27 GREYCOAT STREET LONDON ENGLAND SW1P 2QF		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/07/1962	Nationality:	FRENCH
Occupation:	DIRECTOR		

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

Company Director 2

Type:	Person		
Full Forename(s):	ALEXANDRE		
Surname:	PHAN		
Service Address:	17 GREYCOAT HOUSE, 27 GREYCOAT STREET LONDON ENGLAND SW1P 2QF		
Country/State Usually Resident:	LUXEMBOURG		
Date of Birth:	**/09/1973	Nationality:	FRENCH
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>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE 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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BELGRAVE SQUARE
ADVISORS LIMITED**

Address **17 GREYCOAT HOUSE, 27
GREYCOAT STREET
LONDON
ENGLAND
SW1P 2QF**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Name: **GUILIANOVA S. A R L.**

Address **19 RUE DE MUHLENBACH
RUE DE MUHLENBACH
LUXEMBOURG
L-2168**

Class of Shares: **ORDINARY**

Number of shares: **50**

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

Individual Person with Significant Control details

Names: **EMERYC KPENOU**

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

Date of Birth: ****/07/1962** *Nationality:* **FRENCH**

Service Address: **17 GREYCOAT HOUSE, 27 GREYCOAT STREET
LONDON
ENGLAND
SW1P 2QF**

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.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over 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: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Authorisation

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

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of ESPERIA CAPITAL (UK) 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 each.

Subscriber:

BELGRAVE SQUARE ADVISORS LIMITED

Authorising Person: EMERYC KPENOU

Authentication: Authenticated Electronically

Subscriber:

Guilianova S. A R L.

Authorising Person: ALEXANDRE PHAN

Authentication: Authenticated Electronically

Dated: 12 Jan 2018