

FILE COPY



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

Company Number **600376**

The Registrar of Companies for Scotland, hereby certifies that

SPIREX 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 Scotland

Given at Companies House, Edinburgh, on **19th June 2018**



* NSC600376D *



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: **19/06/2018**

X78GH3BU

Company Name in full:

SPIREX LTD.

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**LANDMARK, EXCHANGE 2, 5 SEMPLE STREET
EDINBURGH
UNITED KINGDOM EH3 8BL**

Sic Codes:

**64202
70100**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR DMITRY**

Surname: **MORGUNOV**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/06/1986** *Nationality:* **BRITISH**

Occupation: **BUSINESS
DEVELOPMENT
SEPCIALIST**

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> | 300 |
| <i>Currency:</i> | GBP | <i>Aggregate nominal value:</i> | 300 |
| <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> | 300 |
| | | <i>Total aggregate nominal value:</i> | 300 |
| | | <i>Total aggregate unpaid:</i> | 300 |

Initial Shareholdings

Name: **RUBUS INVESTMENT LTD**

Address **RUBUS INVESTMENT LTD,
12 OFFICE, EXCHANGE
PLACE 25 SEMPLE STREET
EDINBURGH
UNITED KINGDOM
EH3 8BL**

Class of Shares: **ORDINARY**

Number of shares: **300**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

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: **MR DMITRY MORGUNOV**

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

Date of Birth: ****/06/1986** *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.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Relevant Legal Entity (RLE) details

Company Name: **RUBUS INVESTMENT LTD.**

Service Address: **RUBUS INVESTMENT LTD, 12OFFICE, EXCHANGE
PLACE 2 5 SEMPLE STREET
EDINBURGH
MIDLOTHIAN
UNITED KINGDOM
EH3 8BL**

Legal Form: **LIMITED COMPANY**

Governing Law: **SCOTTISH LAW**

Register Location: **COMPANIES HOUSE**

Country/State: **SCOTLAND**

Registration Number: **SC466146**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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

Name: **RUBUS INVESTMENT LTD**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of SPIREX 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 |
|-------------------------|------------------------------|
| Rubus Investment Ltd | Authenticated Electronically |

Dated: 19/06/2018