

**FILE COPY**



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

Company Number **10260186**

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

**BANAYOTI HOLDINGS 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 **4th July 2016**



\* N10260186B \*



**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: **30/06/2016**

X5A7P797

*Company Name in full:* **BANAYOTI HOLDINGS LIMITED**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **C/O EDWARD BANAYOTI  
239 HIGH STREET,  
1ST FLOOR  
KENSINGTON  
UNITED KINGDOM W8 6SN**

*Sic Codes:* **96090**

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

**Private (Ltd by Shares)**

*Company Director* 1

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>850000000</b>
<i>Currency:</i>	<b>EUR</b>	<i>Aggregate nominal value:</i>	<b>850000000</b>
<i>Prescribed particulars</i>			

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

<i>Class of Shares:</i>	<b>PREFERENCE</b>	<i>Number allotted</i>	<b>1000000000</b>
<i>Currency:</i>	<b>EUR</b>	<i>Aggregate nominal value:</i>	<b>1000000000</b>
<i>Prescribed particulars</i>			

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

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>EUR</b>	<i>Total number of shares:</i>	<b>1850000000</b>
		<i>Total aggregate nominal value:</i>	<b>1850000000</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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*Name:* **EDWARD BANAYOTI**

*Address* **4 ROBERT SPECK PKY  
SUITE 1500  
MISSISSAUGA  
ON / CANADA  
CANADA  
L4Z1S1**

*Class of Shares:* **ORDINARY**

*Number of shares:* **850000000**

*Currency:* **EUR**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **EDWARD BANAYOTI**

*Address* **4 ROBERT SPECK PKY  
SUITE 1500  
MISSISSAUGA  
ON / CANADA  
CANADA  
L4Z1S1**

*Class of Shares:* **PREFERENCE**

*Number of shares:* **1000000000**

*Currency:* **EUR**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## *Individual Person with Significant Control details*

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*Names:* **EDWARD BANAYOTI**

*Country/State Usually  
Resident:* **CANADA**

*Date of Birth:* **\*\*/09/1964** *Nationality:* **CANADIAN**

*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, <b>75%</b> or more of the shares in the company.
<i>Nature of control</i>	The person 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, <b>75%</b> or more of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, <b>75%</b> or more of the voting rights in the company.



## ***Statement of Compliance***

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

*Name:* **EDWARD BANAYOTI**

*Authenticated* **YES**

*Name:* **EDWARD BANAYOTI**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of BANAYOTI HOLDINGS 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>
Edward Banayoti	Authenticated Electronically
Edward Banayoti	Authenticated Electronically

Dated: 30/06/2016