

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07094737

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

ESSENTIAL EXPERIENCE 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/WALES

Given at Companies House, Cardiff, on 3rd December 2009



N07094737O



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: **03/12/2009**



XAVDTFH4

*Company Name
in full:* **ESSENTIAL EXPERIENCE LIMITED**

Company Type: **Private limited by shares**

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

*Proposed Register
Office Address:* **15 GOLDEN SQUARE
LONDON
UNITED KINGDOM
W1F 9JG**

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

Proposed Officers

Company Secretary *1*

Type: **Person**
Full forename(s): **PAUL NICHOLAS**
Surname: **BEDFORD**
Former names:
Service Address:

Consented to Act: **Y** *Date authorised:* **03/12/2009** *Authenticated:* **YES**

Company Director **1**

Type: **Person**

Full forename(s): **PAUL NICHOLAS**

Surname: **BEDFORD**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **03/11/1957**

Nationality: **BRITISH**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **03/12/2009**

Authenticated: **YES**

Company Director **2**

Type: **Person**

Full forename(s): **DUNCAN MURRAY**

Surname: **REID**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **09/07/1958**

Nationality: **BRITISH**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **03/12/2009**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	0.01
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0.00
<i>Prescribed particulars</i>	THE HOLDERS OF THE A ORDINARY SHARES HAVE THE FOLLOWING RIGHTS: DIVIDENDS AC* DIVIDENDS AMOUNTING TO 49.9% OF THE DISTRIBUTABLE PROFITS SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN PROPORTION TO THE NOMINAL AMOUNTS PAID. RETURN OF CAPITAL - THE SURPLUS ASSETS WILL BE DIVIDED BETWEEN THE A ORDINARY, B ORDINARY AND C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SHARES HELD. VOTING RIGHTS - ONE VOTE ON A SHOW OF HANDS AND, ON A POLL, ONE VOTE FOR EVERY SHARE HELD. APPOINTMENT AND REMOVAL OF DIRECTORS AC* TO APPOINT ONE PERSON AS A DIRECTOR AND TO REMOVE FROM OFFICE THAT PERSON SO APPOINTED AND TO APPOINT ANOTHER IN HIS PLACE. ONLY THE HOLDERS OF A ORDINARY SHARES		

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	0.01

Initial Shareholdings

Name: **INGENIOUS ENTERTAINMENT VCT 1 PLC**

Address: **15
GOLDEN SQUARE
LONDON
UNITED KINGDOM
W1F 9JG**

Class of share: **A ORDINARY**

Number of shares: **1**

Currency: **GBP**

*Nominal value of
each share:* **0.01**

Amount unpaid: **0.00**

Amount paid: **0.01**

Statement of Compliance

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

Name: **INGENIOUS ENTERTAINMENT VCT 1 PLC**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES
OF ASSOCIATION
OF**

Essential Experience Limited

Registered Number:

Incorporated on:

The Company Secretary
Ingenious Media Holdings plc
15 Golden Square
London
W1F 9JG

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Essential Experience 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

Ingenious Entertainment VCT 1 plc

Dated: 3 December 2009