

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8585882

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

TFO VIKARE (SPIGA SPV) 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 26th June 2013



N08585882V



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: 26/06/2013



X2BBXE4X

*Company Name
in full:* **TFO VIKARE (SPIGA SPV) LTD**

Company Type: **Private limited by shares**

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

*Proposed Register
Office Address:* **C/O TFO GROUP
25 HILL STREET
LONDON
UNITED KINGDOM
W1J 5LW**

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

Company Director **1**

Type: **Person**
Full forename(s): **MR STEVEN**

Surname: **CARMICHAEL**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/08/1974** *Nationality:* **UNITED KINGDOM**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **26/06/2013** *Authenticated:* **YES**

Company Director 2

Type: **Corporate**

Name: **TFO NOMINEE SERVICES LTD**

*Registered or
Principal Office
Address:* **25 HILL STREET
LONDON
UNITED KINGDOM
W1J 5LW**

European Economic Area (EEA) Company

Register Location: **ENGLAND**

Registration Number: **7834272**

Consented to Act: **Y** *Date authorised:* **26/06/2013** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	150000
		<i>Aggregate nominal value</i>	150000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

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>	150000
		<i>Total aggregate nominal value</i>	150000

Initial Shareholdings

Name: THE FAMILY OFFICER LLC

<i>Address:</i> 3422 OLD CAPITOL TRAIL, SUITE 700 WILMINGTON, DE COUNTY OF NEW CASTLE, STATE OF DELAWARE USA 19808-6192	<i>Class of share:</i> ORDINARY
	<i>Number of shares:</i> 120000
	<i>Currency:</i> GBP
	<i>Nominal value of each share:</i> 1
	<i>Amount unpaid:</i> 0
	<i>Amount paid:</i> 1

Name: STEVEN CARMICHAEL

<i>Address:</i> 25 HILL STREET LONDON UNITED KINGDOM W1J 5LW	<i>Class of share:</i> ORDINARY
	<i>Number of shares:</i> 15000
	<i>Currency:</i> GBP
	<i>Nominal value of each share:</i> 1
	<i>Amount unpaid:</i> 0
	<i>Amount paid:</i> 1

Name: MARCO CERRI

<i>Address:</i> 25 HILL STREET LONDON UNITED KINGDOM W1J 5LW	<i>Class of share:</i> ORDINARY
	<i>Number of shares:</i> 7500
	<i>Currency:</i> GBP
	<i>Nominal value of each share:</i> 1
	<i>Amount unpaid:</i> 0
	<i>Amount paid:</i> 1

Name: **CONSORTIUM TELEMACHUS
LIMITED**

Address: **25 HILL STREET
LONDON
UNITED KINGDOM
W1J 5LW**

Class of share: **ORDINARY**

Number of shares: **7500**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Statement of Compliance

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

Name: THE FAMILY OFFICER LLC

Authenticated: YES

Name: STEVEN CARMICHAEL

Authenticated: YES

Name: MARCO CERRI

Authenticated: YES

Name: CONSORTIUM TELEMACHUS LIMITED

Authenticated: YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of TFO VIKARE (SPIGA SPV) 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
The Family Officer Llc	Authenticated Electronically
Steven Carmichael	Authenticated Electronically
Marco Cerri	Authenticated Electronically
Consortium Telemachus Limited	Authenticated Electronically

Dated: 26/06/2013