

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9633199**

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

**CWG NEWCO 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 **10th June 2015**



\*N09633199R\*

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



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: 10/06/2015*



X49AIYY0

*Company Name  
in full:*

**CWG NEWCO LIMITED**

*Company Type:*

**Private limited by shares**

*Situation of Registered  
Office:*

**England and Wales**

*Proposed Register  
Office Address:*

**30TH FLOOR ONE CANADA SQUARE  
CANARY WHARF  
LONDON  
UNITED KINGDOM  
E14 5AB**

*I wish to adopt entirely bespoke articles*

## Proposed Officers

### *Company Secretary 1*

*Type:* **Person**

*Full forename(s):* **JOHN RAYMOND**

*Surname:* **GARWOOD**

*Former names:*

*Service Address:* **30TH FLOOR ONE CANADA SQUARE  
CANARY WHARF  
LONDON  
UNITED KINGDOM  
E14 5AB**

*Consented to Act:* **Y**      *Date authorised:* **10/06/2015**      *Authenticated:* **YES**

*Company Director*    **1**

*Type:*                                **Person**  
*Full forename(s):*                **MR AZIZ AHMAD ALUTHMAN**

*Surname:*                                **FAKHROO**

*Former names:*

*Service Address:*                        **MINISTRY OF FINANCE PO BOX 3322**  
    **DOHA**  
    **QATAR**  
    **23224**

*Country/State Usually Resident:*   **QATAR**

*Date of Birth:*   **20/07/1977**                                *Nationality:*   **QATARI**

*Occupation:*    **DIRECTOR HEAD OF PUBLIC**  
                             **INVESTMENT MANAGEMENT**  
                             **(MIN**

*Consented to Act:*   **Y**                                *Date authorised:*   **10/06/2015**                                *Authenticated:*   **YES**

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*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR KEVIN O'DONNELL**

*Surname:* **MCCRAIN**

*Former names:*

*Service Address:* **99 BISHOPSGATE  
LONDON  
UNITED KINGDOM  
EC2M 3XD**

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

*Date of Birth:* **23/07/1979** *Nationality:* **AMERICAN**

*Occupation:* **SENIOR VICE PRESIDENT**

*Consented to Act:* **Y** *Date authorised:* **10/06/2015** *Authenticated:* **YES**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1000</b>
		<i>Aggregate nominal value</i>	<b>1000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1000</b>
		<i>Total aggregate nominal value</i>	<b>1000</b>

## Initial Shareholdings

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*Name:*      **SONGBIRD ESTATES PLC**

<i>Address:</i>	<b>ONE CANADA SQUARE CANARY WHARF LONDON UNITED KINGDOM E14 5AB</b>	<i>Class of share:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>306</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

*Name:*      **SONGBIRD FINANCE LIMITED**

<i>Address:</i>	<b>ONE CANADA SQUARE CANARY WHARF LONDON UNITED KINGDOM E14 5AB</b>	<i>Class of share:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>694</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## Statement of Compliance

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

*Name:* **SONGBIRD ESTATES PLC**

*Authenticated:* **YES**

*Name:* **SONGBIRD FINANCE LIMITED**

*Authenticated:* **YES**

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### *Authorisation*

*Authoriser Designation:* **subscriber**

*Authenticated:* **Yes**

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**COMPANY HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION OF**

**CWG NewCo 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.

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Name of each subscriber

Authentication by each subscriber

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Songbird Estates plc

Songbird Finance Limited

Dated: 10 June 2015

The Companies Act 2006  
Company Limited by Shares

**ARTICLES OF ASSOCIATION**

of

**CWG NEWCO LIMITED**

## INDEX TO THE ARTICLES

### PART 1

#### INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

### PART 2

#### DIRECTORS

##### DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Shareholders' reserve power
5. Directors may delegate
6. Committees

##### DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Written resolutions
9. Calling a directors' meeting
10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Conflicts of interest
14. Records of decisions to be kept
15. Directors' discretion to make further rules

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- 23. Company not bound by less than absolute interests
- 24. Share certificates
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- 31. Payment of dividends and other distributions
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