

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 9812123

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

IDEAS FIRST 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 on 6th October 2015



N00212123D







Companies House



A fee is payable with this form Please see 'How to pay' on the last page

What this form is for You may use this form to register a private or public company

What this form is NOT for You cannot use this form to regi a limited liability partnership. To this, please use form LL IN01



06/10/2015 **COMPANIES HOUSE** Part 1 **Company details** Company name → Filling in this form Please complete in typescript or in To check if a company name is available use our WebCHeck service and select bold black capitals the 'Company Name Availability Search' option All fields are mandatory unless specified or indicated by * www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted Please show the proposed company name below A list of registered names can Ideas First Ltd be found on our website There Proposed company are various rules that may affect name in full 0 your choice of name More information on this is available in For official use our guidance booklet GP1 at www companieshouse gov uk **A2** Company name restrictions o Please tick the box only if the proposed company name contains sensitive Company name restrictions A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body consent can be found in our I confirm that the proposed company name contains sensitive or restricted guidance booklet GP1 at www companieshouse gov uk words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response **A3** Exemption from name ending with 'Limited' or 'Cyfyngedig' o Name ending exemption Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative specific requirements are eligible to apply for this. For more details, I confirm that the above proposed company meets the conditions for please go to our website exemption from the requirement to have a name ending with 'Limited', www companieshouse gov uk 'Cyfyngedig' or permitted alternative Company type^o O Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website Public limited by shares www.companieshouse.gov.uk Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital

A5	Situation of registered office •	
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) England and Wales Wales	Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence
	Scotland Northern Ireland	For England and Wales companies, the address must be in England or Wales
		For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively
A6	Registered office address o	
	Please give the registered office address of your company	Registered office address You must ensure that the address
Building name/number	Unit 3, The Business Centre	shown in this section is consistent with the situation indicated in
Street	Greys Green Farm	section A5
		You must provide an address in England or Wales for companies to
Post town	Henley on Thames	be registered in England and Wales
County/Region	Oxfordshire	You must provide an address in Wales, Scotland or Northern Ireland
Postcode	R G 9 4 Q G	for companies to be registered in Wales, Scotland or Northern Ireland respectively
A7	Articles of association o	
	Please choose one option only and tick one box only	● For details of which company type
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box Private limited by shares	can adopt which model articles, please go to our website www.companieshouse gov.uk
	Private limited by guarantee Public company	
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares. Private limited by guarantee. Public company.	
Option 3	I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application	
A8	Restricted company articles •	
	Please tick the box below if the company's articles are restricted	O Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1	Secretary appointments •					
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	O Corporate appointments For corporate secretary appointments, please complete				
Tıtle*		section C1-C5 instead of section B				
Full forename(s)		Additional appointments				
Surname		If you wish to appoint more than one secretary, please use				
Former name(s) 9		the 'Secretary appointments' continuation page				
		Pformer name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes				
B2	Secretary's service address ®					
Building name/numbe	or T	Service address				
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.				
Post town		Please state 'The Company's				
County/Region		Registered Office' if your service address will be recorded in the				
Postcode		proposed company's register of secretaries as the company's registered office				
Country		If you provide your residential address here it will appear on the public record				
B3	Signature o					
	I consent to act as secretary of the proposed company named in Section A1	OSignature The person named above consents				
Signature	Signature X	to act as secretary of the proposed company				

Corporate secretary

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
 -	Is the corporate secretary registered within the European Economic Area (EEA)? • Yes Complete Section C3 only	
	→ No Complete Section C4 only	
C3	EEA companies ⁹	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered 9		www.companieshouse gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	· '
_	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	ONon-EEA Where you have provided details of the register (including state) where
Legal form of the corporate body or firm		the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	⊗ Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company

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IN01

Application to register a company

Director

D1	Director appointments •					
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	• Appointments Private companies must appoint at least one director who is an				
Title*	Mr	individual Public companies must appoint at least two directors, one of				
Full forename(s)	Michael	which must be an individual				
Surname	Simpson	• Please provide any previous names				
Former name(s) •		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used				
Country/State of residence ©	υκ	for business purposes Country/State of residence				
Nationality	British	This is in respect of your usual residential address as stated in				
Date of birth	d0 d7 m0 m5 y 1 y 9 y 6 y 4	section D4				
Business occupation (if any) •	Business Innovations Consultant	Business occupation If you have a business occupation, please enter here. If you do not, please leave blank				
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page				
D2	Director's service address Please complete the service address below You must also fill in the director's	S Service address				
	usual residential address in Section D4	This is the address that will appear on the public record. This does not				
Building name/number	Unit 3, The Business Centre	have to be your usual residential address				
Street	Greys Green Farm	Please state 'The Company's Registered Office' if your service				
Post town	Henley on Thames	 address will be recorded in the proposed company's register of 				
County/Region	Oxfordshire	 directors as the company's registered office 				
Postcode	R G 9 4 Q G	If you provide your residential address here it will appear on the				
Country		public record				
D3	Signature ⁶	<u> </u>				
	I consent to act as director of the proposed company named in Section A1	O Signature				
Signature	Signature X	The person named above consents to act as director of the proposed company				

IN01

Application to register a company

Director

D1	Director appointments •					
Title*	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of				
Full forename(s)		which must be an individual				
Surname Former name(s) 9		Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used				
Country/State of residence •		for business purposes				
Nationality	d d m m y y y	Ocuntry/State of residence This is in respect of your usual residential address as stated in				
Date of birth Business occupation (if any) •		Section D4 O Business occupation If you have a business occupation, please enter here. If you do not, please leave blank Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page				
D2	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear				
Building name/number		on the public record This does not have to be your usual residential				
Street		address Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of directors as the company's registered				
County/Region		office				
Postcode		If you provide your residential address here it will appear on the				
Country		public record				
D3	Signature ^O					
	I consent to act as director of the proposed company named in Section A1.	G Signature The person named above consents				
Signature	Signature X	to act as director of the proposed company				

IN01

Application to register a company

Corporate director

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	• Additional appointments
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page
Building name/number		Registered or principal address
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies [©]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered €		www.companieshouse.gov.uk This is the register mentioned in
Registration number		Article 3 of the First Company Law Directive (68/151/EEC)
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		
E 5	Signature 9	······································
	I consent to act as director of the proposed company named in Section A1.	⊙ Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company

Part 3 Statement of capital						
	Does your company have share capital?					
		nplete the sections bel to Part 4 (Statement				
F1		n pound sterling (l	
		each class of shares he				
			and then go to Section F	1		
Class of shares (E.g. Ordinary/Preference etc	:)	Amount paid up on each share	Amount (if any) unpaid on each share ①	Number of sha	eres 0	Aggregate nominal value 3
Ordinary		1 00	0	1		£ 1 00
						£
						£
						£
			Tota	ls [£ 1.00
F2	Share capital i	n other currencie:	s			
Please complete the ta Please complete a sep		any class of shares hel currency	d in other currencies			
Currency					•	
Class of shares (E g Ordinary/Preference etc)		Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shares Aggregat		Aggregate nominal value 9
			Tota	IS		
Currency			·····			_
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	ores 0	Aggregate nominal value
			Tota	ls		
F3	Totals		***	<u> </u>		I
	Please give the total number of shares and total aggregate nominal value of issued share capital O Total aggregate nominal value Please list total aggregate values					
Total number of shares	different currencies					ent currencies separately For ble £100 + €100 + \$10 etc
Total aggregate	£1 00					
Including both the noming share premium Total number of issued states.	nominal value of each share Please use a Statement of Capital continuation					oital continuation

F4	Statement of capital (Prescribed particulars of rights attached to shares)					
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	OPrescribed particulars of rights attached to shares				
Class of share	Ordinary shares of £1 00 each					
Class of share Prescribed particulars	Ordinary shares of £1 00 each	attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary				

Class of share		Prescribed particulars of rights
Prescribed particulars •		attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares
		A separate table must be used for each class of share Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
	1	CHEP000

£	7

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

	subscribers' usual residential address				continuation page if necessary		
Subscriber's details		Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Michael Simps	on	Ordinary	1	Sterling	1 00	0	1 00
Address Walton Cottage Church Street Wargrave Berkshire RG10 8B	ΕP						
Name							
Address							
Name							
Address							
Name					,		
Address							
Name							
Address							

Part 4	Statement of guarantee	
	Is your company limited by guarantee?	-
	→ Yes Complete the sections below	
	→ No Go to Part 5 (Statement of compliance)	
G1	Subscribers	<u>, </u>
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name Please use capital letters Address The addresses in this section will
	i confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for - payment of debts and liabilities of the company contracted before I cease to be a member, - payment of costs, charges and expenses of winding up, and,	appear on the public record They do not have to be the subscribers' usual residential address Amount guaranteed Any valid currency is permitted Continuation pages
	- payment of costs, charges and expenses of winding up, and, - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below	Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	-
Forename(s) •		-
Surname 0		_
Address 2		_
Postcode		_
Amount guaranteed		
·	Subscriber's details	
Forename(s) •		
Surname •		-
Address •		-
Postcode		
Amount guaranteed 9		-
	Subscriber's details	_
Forename(s) •		_
Surname 0		-
Address 2		-
Postcode		
Amount guaranteed		_

CHFP000

	Subscriber's details	O Name
Forename(s) •		Please use capital letters
Surname ①		• Address The addresses in this section will
Address •		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname 0		:
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 2		
Postcode		
Amount guaranteed 3		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 9		
Postcode		
Amount guaranteed 9		
	,	

Statement of compliance Part 5 This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X X Signature Subscriber's signature X X Signature Subscriber's signature X X Subscriber's signature Signature X X Subscriber's signature X X Subscriber's signature X X Signature Subscriber's signature X X

Subscriber's signature	Signature	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	×	
Subscriber's signature	Signature X	×	
H2	Statement of compliance delivered by an agent		
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association		
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
Country		on	
country	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		

Presenter information
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.
Contact name Amanda Bateman
Company name AMBA Company Secretarial Services
Address 12 Clifton Park Road
Caversham
Post town Reading
County/Region Berkshire
Postcode R G 4 7 P D
Country UK
DX
Telephone
✓ Certificate
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below
☐ At the registered office address (Given in Section A6☐ At the agents address (Given in Section H2)
✓ Checklist
We may return forms completed incorrectly or with information missing
Please make sure you have remembered the following:
☐ You have checked that the proposed company name available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
 If the name of the company is the same as one already on the register as permitted by The Compan
and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk

✓ Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Turther information

For further information, please see the guidance notes on the website at www.companieshouse gov.uk or email enquiries@companieshouse gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

☐ The document has been signed, where indicated

□ All relevant attachments have been included
 □ You have enclosed the Memorandum of Association

You have enclosed the correct fee

They cannot be a PO Box number (unless part of a

full service address), DX or LP (Legal Post in Scotland)

IDEAS FIRST LTD

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of Ideas First 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 each.

Name of each subscriber Authentication by each subscriber

Michael Sımpson

Dated 2 October 2015