

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10301050**

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

RAYLEIGH ENERGY SUPPLY 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 **28th July 2016**



* N10301050X *



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: **27/07/2016**

X5C3KC6X

Company Name in full:

RAYLEIGH ENERGY SUPPLY LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**UTILIHOUSE EAST TERRACE
EUXTON LANE
CHORLEY
ENGLAND PR7 6TE**

Sic Codes:

35140

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MR STEVEN PAUL**

Surname: **GOSLING**

Service Address: **UTILIHOUSE EAST TERRACE
EUXTON LANE
CHORLEY
ENGLAND PR7 6TE**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type: **Person**

Full Forename(s): **MR STEVEN PAUL**

Surname: **GOSLING**

Service Address: **UTILIHOUSE EAST TERRACE
EUXTON LANE
CHORLEY
ENGLAND PR7 6TE**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/08/1967** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **MR MATTHEW CHRISTOPHER**

Surname: **HIRST**

Service Address: **UTILIHOUSE EAST TERRACE
EUXTON LANE
CHORLEY
ENGLAND PR7 6TE**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/06/1977** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **MR ANDREW MICHAEL**

Surname: **GREEN**

Service Address: **UTILIHOUSE EAST TERRACE
EUXTON LANE
CHORLEY
ENGLAND PR7 6TE**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/08/1975** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORD	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE 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>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **UTILISOFT LTD**

Address **UTILIHOUSE EAST
TERRACE
EUXTON LANE
CHORLEY
ENGLAND
PR7 6TE**

Class of Shares: **ORD**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

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

Relevant Legal Entity (RLE) details

Company Name: **NORTHEDGE CAPITAL LLP**

Service Address: **VANTAGE POINT HARDMAN STREET
MANCHESTER
UNITED KINGDOM
M3 3HF**

Legal Form: **ENGLISH**

Governing Law: **LIMITED LIABILITY PARTNERSHIP**

Register Location: **ENGLAND**

Country/State: **ENGLAND**

Registration Number: **OC345118**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.

Relevant Legal Entity (RLE) details

Company Name: **NORTHEDGE CAPITAL 1 GP LLP**

Service Address: **VANTAGE POINT HARDMAN STREET
MANCHESTER
UNITED KINGDOM
M3 3HF**

Legal Form: **ENGLISH**

Governing Law: **LIMITED LIABILITY PARTNERSHIP**

Register Location: **ENGLAND**

Country/State: **ENGLAND**

Registration Number: **OC376543**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of RAYLEIGH ENERGY SUPPLY 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.

Subscriber:

Utilisoft Ltd

Authorising Person: Steven Gosling

Authentication: Authenticated Electronically

Dated: 27 Jul 2016