

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **10498138**

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

SPA GARDENS INVESTMENTS 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 **25th November 2016**



* N10498138L *



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: **24/11/2016**

X5KGRNYZ

*Company Name in
full:*

SPA GARDENS INVESTMENTS LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**17 GROSVENOR STREET
LONDON
UNITED KINGDOM W1K 4QG**

Sic Codes:

68100

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

Company Director 2

Type: **Person**

Full Forename(s): **NATHAN PAUL**

Surname: **KEMPKIN**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/03/1971** *Nationality:* **BRITISH**

Occupation: **REAL ESTATE
INVESTMENT**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

**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>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	100

Initial Shareholdings

Name: **RIGHT CONCEPT
INVESTMENTS LIMITED**

Class of Shares: **ORDINARY**

Address **LEVEL 7, BAY SQUARE
BUILDING 11 BUSINESS
BAY
DUBAI
UNITED ARAB EMIRATES
UNITED ARAB EMIRATES**

Number of shares: **50**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **50**
Amount paid: **0**

Name: **ENSCO 864 LIMITED**

Address **24/25 NEW BOND STREET
LONDON
UNITED KINGDOM
W1S 2RR**

Class of Shares: **ORDINARY**
Number of shares: **50**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **50**
Amount paid: **0**

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: **ENSCO 864 LIMITED**

Service Address: **24/25 NEW BOND STREET
LONDON
UNITED KINGDOM
W1S 2RR**

Legal Form: **LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

Register Location: **UK COMPANIES HOUSE**

Country/State: **UK**

Registration Number: **07633678**

<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.

Name: **RIGHT CONCEPT INVESTMENTS LIMITED**

Authenticated **YES**

Name: **ENSCO 864 LIMITED**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of SPA GARDENS INVESTMENTS 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.

Name of each subscriber	Authentication
Right Concept Investments Limited	Authenticated Electronically
Ensco 864 Limited	Authenticated Electronically

Dated: 24/11/2016