

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10504683**

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

OCTOPUS PAYMENT SERVICES 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 **30th November 2016**



* N10504683E *



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: **30/11/2016**

X5KTX7L

Company Name in full:

OCTOPUS PAYMENT SERVICES LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**6TH FLOOR 33 HOLBORN
LONDON
ENGLAND
ENGLAND EC1N 2HT**

Sic Codes:

82990

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **SHARNA**

Surname: **LUDLOW**

Service Address: **6TH FLOOR 33 HOLBORN
LONDON
ENGLAND
ENGLAND EC1N 2HT**

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

Company Director 1

Type:	Person
Full Forename(s):	SIMON ANDREW
Surname:	ROGERSON
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/07/1974** *Nationality:* **BRITISH**

Occupation: **FUND
MANAGER**

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

Company Director 2

Type:	Person
Full Forename(s):	CHRISTOPHER ROBERT
Surname:	HULATT
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/08/1976** *Nationality:* **BRITISH**

Occupation: **FUND
MANAGER**

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

Company Director 3

Type: **Person**

Full Forename(s): **RICHARD**

Surname: **WAZACZ**

Service Address: **33 HOLBORN
LONDON
ENGLAND
ENGLAND EC1N 2HT**

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

Date of Birth: ****/06/1974** Nationality: **BRITISH**

Occupation: **NONE**

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

Company Director 4

Type: **Person**

Full Forename(s): **SAMUEL**

Surname: **HANFIELD-JONES**

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

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

Date of Birth: ****/06/1986** Nationality: **BRITISH**

Occupation: **CORPORATE
DEVELOPMENT
MANAGER**

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

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.

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: **OCTOPUS P2P LIMITED**

Address **6TH FLOOR 33 HOLBORN
LONDON
ENGLAND
ENGLAND
EC1N 2HU**

Class of Shares: **ORDINARY**

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: **OCTOPUS P2P LIMITED**

Service Address: **6TH FLOOR 33 HOLBORN
LONDON
ENGLAND
ENGLAND
EC1N 2HU**

Legal Form: **LIMITED BY SHARES**

Governing Law: **UNITED KINGDOM (ENGLAND)**

Register Location: **COMPANIES HOUSE**

Country/State: **ENGLAND**

Registration Number: **09781675**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **OCTOPUS P2P LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Octopus Payment Services 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.

Name of each subscriber

Authentication by each subscriber

Octopus P2P Limited

Dated: 30 November 2016