FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10657545**

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

GCP TOPCO 2 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 on **7th March 2017**

N10657545K

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Companies House

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

Z100 684323
-EE
£ 100 M 1
20
COMPANIES HOUSE

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

X What this form is NOT for
You cannot use this form to register *a limited liability partnership To do* this, please use form LL IN01 Do not use this form if any individual person with significant control is applying or has applied for protection from having their details disclosed on the public register Contact enquiries@ companieshouse gov uk to get a separate form

TUESDAY

L61OZVZU
LD1 07/03/2017 #136
COMPANIES HOUSE

Part 1 Company details

A1 **Company name**

Check if a company name is available by using our name availability search
www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶ GCP TOPCO 2 LIMITED

For official use 1 0 6 5 7 5 4 5

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name More information on this is available in our guidance at www gov uk/companieshouse

A2 **Company name restrictions** ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted 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

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at www gov uk/companieshouse

A3 **Exemption from name ending with 'Limited' or 'Cyfyngedig'** ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this For more details, please go to our website www gov uk/companieshouse

IN01
Application to register a company

A4 Company type ❶

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares
- ☑ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

❶ Company type
If you are unsure of your company's type, please go to our website www gov uk/companieshouse

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ❷

Classification code 1	6	8	2	0	9
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

❷ Principal business activity
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www gov uk/companieshouse

A6 Situation of registered office ❸

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
- ☐ Scotland
- ☐ Northern Ireland

❸ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence

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

A7 Registered office address ❶

Please give the registered office address of your company

Building name/number	51
Street	NEW NORTH ROAD
Post town	EXETER
County/Region	DEVON
Postcode	E X 4 4 E P

❶ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A8 Articles of association ❷

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☑ Private limited by shares
- ☐ 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

❷ For details of which company type can adopt which model articles, please go to our website www gov uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9 Restricted company articles ❸

Please tick the box below if the company's articles are restricted

☐

❸ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www gov uk/companieshouse

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 ❶

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1-C4 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	CAPITA COMPANY SECRETARIAL SERVICES
	LIMITED
Building name/number	BEAUFORT HOUSE
Street	51 NEW NORTH ROAD
Post town	EXETER
County/Region	DEVON
Postcode	E X 4 4 E P
Country	UNITED KINGDOM

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
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 a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

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 ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	ENGLAND
Registration number	05306796

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law 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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
Registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title*	MR
Full forename(s)	PETER WILLIAM
Surname	DUNSCOMBE
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 4 y 1 y 9 y 4 y 9
Business occupation (if any) ❺	INVESTMENT ADVISER

❶ **Appointments**
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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	53-54
Street	GROSVENOR STREET
Post town	LONDON
County/Region	LONDON
Postcode	W 1 K 3 H U
Country	UNITED KINGDOM

❻ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title*	MR
Full forename(s)	ROBERT MALCOLM
Surname	NAISH
Former name(s)❷	
Country/State of residence❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth❹	X X m0 m4 y1 y9 y5 y3
Business occupation (if any)❺	CHARTERED SURVEYOR

❶ Appointments
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

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Month and year of birth
Please provide month and year only

❺ 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 ❻

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	53 - 54
Street	GROSVENOR STREET
Post town	LONDON
County/Region	LONDON
Postcode	W 1 K 3 H U
Country	UNITED KINGDOM

❻ Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title*	MR
Full forename(s)	ROBERT HENRY HALDANE
Surname	PETO
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m0 m9 y1 y9 y5 y0
Business occupation (if any) ❺	CHARTERED SURVEYOR

❶ Appointments
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

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Month and year of birth
Please provide month and year only

❺ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

D2 Director's service address ❻

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	53-54
Street	GROSVENOR STREET
Post town	LONDON
County/Region	LONDON
Postcode	W1K 3HU
Country	UNITED KINGDOM

❻ Service address
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title*	MS
Full forename(s)	MARLENE
Surname	WOOD
Former name(s)❷	
Country/State of residence❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth❹	X X m0 m6 y1 y9 y6 y2
Business occupation (if any)❺	CHARTERED ACCOUNTANT

❶ Appointments
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

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Month and year of birth
Please provide month and year only

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

D2 Director's service address❻

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	53-54
Street	GROSVENOR STREET
Post town	LONDON
County/Region	LONDON
Postcode	W1K 3HU
Country	UNITED KINGDOM

❻ Service address
This is the address that will appear on the *public record* This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
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 a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

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 ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ This is the register mentioned in 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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 4 (Statement of guarantee)**

F1 Statement of capital

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages
Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E g Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY SHARE	2	£2 00	
	Totals	2	£2 00	£0 00
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	2	£2 00	£0 00

❶ Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

F2 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 **Section F1**

Class of share	ORDINARY SHARE
Prescribed particulars ❶	EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES EACH ORDINARY SHARE HAS EQUAL RIGHTS TO DIVIDENDS EACH ORDINARY SHARE IS ENTITLED AND HAS EQUAL RIGHTS TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY THE ORDINARY SHARES ARE NOT REDEEMABLE

❶ Prescribed particulars of rights 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

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

IN01
Application to register a company

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights 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

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

IN01
Application to register a company

F3 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

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name GCP STUDENT LIVING PLC	ORDINARY	2	GBP	£1 00	£0 00	£1 00
Address 51 NEW NORTH ROAD EXETER DEVON EX4 4EP						
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** People with significant control (PSC)

G1 Subscribers

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

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,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

❶ Name
Please use capital letters

❷ Address
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

IN01
Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

❹ **Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record You must use a separate form, which you can get by contacting us enquiries@companieshouse gov uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

H1 Statement of initial significant control [1]

☑ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

[1] **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Individual PSC

H3 Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has *significant control* ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Individual PSC

H3 Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ *Country/State of residence*
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete *the individual's usual residential address in* **Section H6**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ *more than 25% but not more than 50%*
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ *The individual has the right to exercise, or actually exercises, significant influence or control over the company*

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

IN01
Application to register a company

Relevant legal entity (RLE)

I1 RLE details ❶

Corporate or firm name	GCP STUDENT LIVING PLC
Building name/number	51
Street	NEW NORTH ROAD
Post town	EXETER
County/Region	DEVON
Postcode	E X 4 4 E P
Country	UNITED KINGDOM

❶ **Registered or principal office address**
This is the address that will appear on the public record

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

Legal form	PUBLIC COMPANY LIMITED BY SHARES
Governing law	UNITED KINGDOM (ENGLAND AND WALES)
If applicable, register in which RLE is entered ❶	COMPANIES HOUSE
Country/State ❶	ENGLAND AND WALES
Registration number ❶	08420243

❶ **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

I3 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply

Ownership of shares
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ *more than 25% but not more than 50%*
- ☐ more than 50% but less than 75%
- ☑ 75% or more

Ownership of voting rights
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☑ 75% or more

Ownership of right to appoint/remove directors

- ☑ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

I4 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15 Nature of control by a trust over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is
- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- *a local authority or local government body in the UK or elsewhere*

Name of ORP

J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5 Nature of control by a firm over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ *more than 25% but not more than 50%*
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers Tick the appropriate box to show which information the subscribers are electing to keep on the public register If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ❶

☐ All subscribers elect to keep secretaries' register information on the public register

❶ only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record❷

☐ All subscribers elect to keep directors' register information on the public register

❷ If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record❸

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person❹ within the notice period before making the election

❸ If the subscribers don't make this election, only the month and year of birth will be available on the public record

❹ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent

☑ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ❶

Please tick the box to confirm

☐ *The subscribers confirm that each person named in this application* as an individual PSC knows that their particulars are being supplied as part of this application

❶ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section N1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers ❷

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

❷ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

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 N. Wood X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01
Application to register a company

N2 **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	GOWLING WLG (UK) LLP
Building name/number	4
Street	MORE LONDON RIVERSIDE
Post town	LONDON
County/Region	LONDON
Postcode	S E 1 2 A U
Country	UNITED KINGDOM
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X Gowling WLG (UK) LLP X

IN01
Application to register a company

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	KATE SEABOURNE
Company name	GOWLING WLG (UK) LLP
Address	4 MORE LONDON RIVERSID
Post town	LONDON
County/Region	
Postcode	S E 1 2 A U
Country	UNITED KINGDOM
DX	
Telephone	0207 759 6568

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 A7)
- ☑ At the agents address (Given in Section N2)

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 is 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 Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☑ You have used the correct appointment sections
- ☑ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☑ 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

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register

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 gov uk/companieshouse

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 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

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

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of GCP TOPCO 2 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 by each subscriber*
GCP STUDENT LIVING PLC	

Dated 07/03/2017