

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10848813**

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

INNOGREEN 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, Cardiff, on **4th July 2017**



* N10848813K *



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: **03/07/2017**

X69W517T

Company Name in full:

INNOGREEN LTD.

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**OXFORD SCIENCE PARK MAGDALEN CENTRE
ROBERT ROBINSON AVENUE
OXFORD
UNITED KINGDOM OX4 4GA**

Sic Codes:

46750

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	A	<i>Number allotted</i>	950
	ORDINARY	<i>Aggregate nominal value:</i>	950
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

<i>Class of Shares:</i>	B	<i>Number allotted</i>	50
	ORDINARY	<i>Aggregate nominal value:</i>	50
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE HAS ZERO VOTING RIGHTS IN THE COMPANY BUT WILL BE ENTITLED TO DIVIDENDS.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1000
		<i>Total aggregate nominal value:</i>	1000
		<i>Total aggregate unpaid:</i>	1000

Initial Shareholdings

Name: **JOHN WESTERMAN**

Address **3 THE PADDOCK STRETE
RALEGH
WHIMLE
DEVON
UNITED KINGDOM
EX5 2NP**

Class of Shares: **A ORDINARY**

Number of shares: **475**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **1**

Amount paid: **0**

Name: **NEIL LAWSON**

Address **THE PUMP HOUSE
HEYFORD HILL LANE
LITTLEMORE
OXFORD
UNITED KINGDOM
OX4 4YJ**

Class of Shares: **A ORDINARY**

Number of shares: **475**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **1**

Amount paid: **0**

Name: **PHILIP GRAY**

Address **14 HAYMILL CLOSE
PERIVALE
GREENFORD
UNITED KINGDOM
UB6 8HL**

Class of Shares: **B ORDINARY**

Number of shares: **50**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **1**

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

Individual Person with Significant Control details

Names: **MR JOHN JOHN WESTERMAN**

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

Date of Birth: ****/02/1969** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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

<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person 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, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and 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.
<i>Nature of control</i>	The person 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) have the right to exercise, or actually exercise, significant influence or control over the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that,

under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Nature of control

The person 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, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **MR NEIL ALISTAIR LAWSON**

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

Date of Birth: ****/02/1967** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
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<i>Nature of control</i>	The person 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, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and 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.
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<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person 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, 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: **JOHN WESTERMAN**

Authenticated **YES**

Name: **NEIL LAWSON**

Authenticated **YES**

Name: **PHILIP GRAY**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of INNOGREEN 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.

Name of each subscriber	Authentication
John Westerman	Authenticated Electronically
Neil Lawson	Authenticated Electronically
Philip Gray	Authenticated Electronically

Dated: 03/07/2017