

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10852467**

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

ANDERMATT BIOCONTROL UK 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 **6th July 2017**



* N10852467K *



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: **05/07/2017**

X6A22HPK

Company Name in full:

ANDERMATT BIOCONTROL UK LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**47 COMPTON ROAD
BRIGHTON
EAST SUSSEX
UNITED KINGDOM BN1 5AL**

Sic Codes:

20200

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **DR ANDREW PETER**

Surname: **BROWN**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/02/1982** *Nationality:* **BRITISH**

Occupation: **MANAGING
DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR ERICH**

Surname: **FRANK**

Former Names:

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

Country/State Usually **SWITZERLAND**
Resident:

Date of Birth: ****/03/1978** *Nationality:* **SWISS**

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 DANIEL**

Surname: **ZINGG**

Former Names:

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

Country/State Usually **SWITZERLAND**
Resident:

Date of Birth: ****/12/1970** *Nationality:* **SWISS**

Occupation: **AGRONOMIST**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	B	<i>Number allotted</i>	20000
	ORDINARY	<i>Aggregate nominal value:</i>	20000
<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>	A	<i>Number allotted</i>	80000
	ORDINARY	<i>Aggregate nominal value:</i>	80000
<i>Currency:</i>	GBP		
<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>	100000
		<i>Total aggregate nominal value:</i>	100000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ANDREW BROWN**

Address **47 COMPTON ROAD
BRIGHTON
EAST SUSSEX
UNITED KINGDOM
BN1 5AL**

Class of Shares: **B ORDINARY**

Number of shares: **20000**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Name: **ANDERMATT BIOCONTROL
AG**

Address **6 STAHLERMATTEN
6146 GROSSDIETWIL
WILLISAU
SWITZERLAND**

Class of Shares: **A ORDINARY**

Number of shares: **80000**

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: **ANDERMATT BIOCONTROL AG**

Service Address: **6 STAHLERMATTEN
6146 GROSSDIETWIL
WILLISAU
SWITZERLAND**

Legal Form: **COMPANY**

Governing Law: **SWISS CODE OF OBLIGATIONS**

<i>Nature of control</i>	The relevant legal entity 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, 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 shares in the company.
<i>Nature of control</i>	The relevant legal entity 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, 75% or more of the shares 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.
<i>Nature of control</i>	The relevant legal entity 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 relevant legal entity 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, 75% or more of the voting rights 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 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, 75% or more 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: **WSP SOLICITORS LLP**

Agent's Address: **65 LONDON ROAD
GLOUCESTER
GLOUCESTERSHIRE
UNITED KINGDOM
GL1 3HF**

Authorisation

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

Agent's Name: **WSP SOLICITORS LLP**

Agent's Address: **65 LONDON ROAD
GLOUCESTER
GLOUCESTERSHIRE
UNITED KINGDOM
GL1 3HF**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ANDERMATT BIOCONTROL UK 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
Andrew Brown	Authenticated Electronically
Andermatt Biocontrol AG	Authenticated Electronically

Dated: 05/07/2017