FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **11212092**

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

GREY ECLIPSE HOLDINGS 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 **19th February 2018**

* N112120925 *

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

X6ZX93G9

Received for filing in Electronic Format on the: **16/02/2018**

Company Name in full: **GREY ECLIPSE HOLDINGS LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address:
17 HOCKLEY COURT 2401 STRATFORD ROAD
HOCKLEY HEATH
SOLIHULL
UNITED KINGDOM B94 6NW

Sic Codes: **64209**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Director 1

Type:	**Person**
Full Forename(s):	**IAN**
Surname:	**FITZPATRICK**
Former Names:	
Service Address:	**recorded as Company's registered office**
Country/State Usually Resident:	**UNITED KINGDOM**

Date of Birth: ****/09/1962** *Nationality:* **BRITISH**

Occupation: **TAX ADVISOR**

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

Company Director 2

Type:	**Person**
Full Forename(s):	**JOHN**
Surname:	**HARRIS**
Former Names:	
Service Address:	**recorded as Company's registered office**
Country/State Usually Resident:	**UNITED KINGDOM**

Date of Birth:	****/05/1967**	*Nationality:*	**BRITISH**
Occupation:	**DIRECTOR**		

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

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	*Number allotted*	**2**
Currency:	**GBP**	*Aggregate nominal value:*	**2**
Prescribed particulars			

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

Statement of Capital (Totals)

Currency:	**GBP**	*Total number of shares:*	**2**
		Total aggregate nominal value:	**2**
		Total aggregate unpaid:	**0**

Initial Shareholdings

Name:	**ST LISAJ LIMITED**		
Address	**4TH FLOOR ST MAGNUS HOUSE** **3 LOWER THAMES STREET** **LONDON** **UNITED KINGDOM** **EC3R 6HE**	*Class of Shares:* *Number of shares:* *Currency:* *Nominal value of each share:* *Amount unpaid:* *Amount paid:*	**ORDINARY** **1** **GBP** **1** **0** **1**
Name:	**STRATEGIC PRICING LIMITED**		
Address	**BRANSTON COURT** **BRANSTON STREET** **BIRMINGHAM** **UNITED KINGDOM** **B18 6BA**	*Class of Shares:* *Number of shares:* *Currency:* *Nominal value of each share:* *Amount unpaid:* *Amount paid:*	**ORDINARY** **1** **GBP** **1** **0** **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:	**ST LISAJ LIMITED**
Service Address:	**4TH FLOOR ST MAGNUS HOUSE 3 LOWER THAMES STREET LONDON UNITED KINGDOM EC3R 6HE**
Legal Form:	**LIMITED COMPANY**
Governing Law:	**COMPANIES ACT 2006**
Register Location:	**COMPANIES HOUSE**
Country/State:	**ENGLAND & WALES**
Registration Number:	**08672776**

Nature of control	**The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.**
Nature of control	**The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**
Nature of control	**The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**

Relevant Legal Entity (RLE) details

Company Name:	**STRATEGIC PRICING LIMITED**
Service Address:	**BRANSTON COURT BRANSTON STREET BIRMINGHAM UNITED KINGDOM B18 6BA**
Legal Form:	**LIMITED COMPANY**
Governing Law:	**COMPANIES ACT 2006**
Register Location:	**COMPANIES HOUSE**
Country/State:	**ENGLAND & WALES**
Registration Number:	**09220262**

Nature of control	**The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.**
Nature of control	**The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**
Nature of control	**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:	**ST LISAJ LIMITED**
Authenticated	**YES**
Name:	**STRATEGIC PRICING LIMITED**
Authenticated	**YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

GREY ECLIPSE HOLDINGS 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
ST LISAJ LIMITED	Authenticated Electronically
STRATEGIC PRICING LIMITED	Authenticated Electronically

Dated: 16/02/2018