

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11260130**

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

STAR ERRIGAL TOPCO 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 **16th March 2018**



* N112601301 *



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:***15/03/2018**

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<i>Company Name in full:</i>	STAR ERRIGAL TOPCO LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	15TH FLOOR 33 CAVENDISH SQUARE LONDON UNITED KINGDOM W1G 0PW
<i>Sic Codes:</i>	64209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **PAUL**

Surname: **GOUGH**

Former Names: **GOUGH**

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

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

Date of Birth: ****/01/1972** *Nationality:* **NEW
ZEALANDER**

Occupation: **MANAGING
PARTNER**

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

Company Director 2

Type: **Person**

Full Forename(s): **ADITYA JYOTI**

Surname: **BINDAL**

Former Names:

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

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

Date of Birth: ****/02/1981** *Nationality:* **BRITISH**

Occupation: **INVESTMENT
DIRECTOR**

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>	100
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	100
<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>	EUR	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	STAR STRATEGIC ASSETS III LP	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	15TH FLOOR 33 CAVENDISH SQUARE LONDON UNITED KINGDOM UNITED KINGDOM W1G 0PW	<i>Number of shares:</i>	55
		<i>Currency:</i>	EUR
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	STAR STRATEGIC ASSETS III-A LP	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	15TH FLOOR 33 CAVENDISH SQUARE LONDON UNITED KINGDOM UNITED KINGDOM W1G 0PW	<i>Number of shares:</i>	43
		<i>Currency:</i>	EUR
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	STAR III EXECUTIVE CO-INVESTMENT PARTNERSHIP LP	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	15TH FLOOR 33 CAVENDISH SQUARE LONDON UNITED KINGDOM UNITED KINGDOM W1G 0PW	<i>Number of shares:</i>	2
		<i>Currency:</i>	EUR
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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: **STAR CAPITAL PARTNERSHIP LLP**

Service Address: **15TH FLOOR 33 CAVENDISH SQUARE
LONDON
UNITED KINGDOM
UNITED KINGDOM
W1G 0PW**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **LIMITED LIABILITY PARTNERSHIPS ACT 2000**

Register Location: **ENGLAND**

Country/State: **ENGLAND & WALES**

Registration Number: **OC402487**

<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 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 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.

Statement of Compliance

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

Name: **STAR STRATEGIC ASSETS III LP**

Authenticated **YES**

Name: **STAR STRATEGIC ASSETS III-A LP**

Authenticated **YES**

Name: **STAR III EXECUTIVE CO-INVESTMENT PARTNERSHIP LP**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of STAR ERRIGAL TOPCO 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
STAR STRATEGIC ASSETS III LP	Authenticated Electronically
STAR STRATEGIC ASSETS III-A LP	Authenticated Electronically
STAR III EXECUTIVE CO-INVESTMENT PARTNERSHIP LP	Authenticated Electronically

Dated: 15/03/2018