

FILE COPY



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

Company Number **11372449**

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

**AVIVA INVESTORS INFRASTRUCTURE INCOME MIDCO 6.1
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 **21st May 2018**



* N11372449I *



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: **18/05/2018**

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Company Name in full: **AVIVA INVESTORS INFRASTRUCTURE INCOME MIDCO 6.1 LIMITED**

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

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

Proposed Registered Office Address: **ST HELEN'S 1 UNDERSHAFT
LONDON
UNITED KINGDOM EC3P 3DQ**

Sic Codes: **66300**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Corporate**
Name: **AVIVA COMPANY SECRETARIAL SERVICES LIMITED**
Principal / Business Address: **ST HELEN'S 1 UNDERSHAFT
LONDON
UNITED KINGDOM EC3P 3DQ**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **02084205**

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director 1

Type: **Person**

Full Forename(s): **MR IAN GRAHAM**

Surname: **BERRY**

Former Names:

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

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

Date of Birth: ****/11/1972** *Nationality:* **BRITISH**

Occupation: **FINANCE**

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

Company Director 2

Type: **Person**

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

Surname: **MCLACHLAN**

Former Names:

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

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/06/1970** *Nationality:* **BRITISH**

Occupation: **FINANCE**

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<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>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	AVIVA INVESTORS INFRASTRUCTURE INCOME NO.6B LIMITED	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	ST HELEN'S 1 UNDERSHAFT LONDON UNITED KINGDOM EC3P 3DQ	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<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: **AVIVA INVESTORS INFRASTRUCTURE INCOME NO.6B LIMITED**

Service Address: **ST HELEN'S 1 UNDERSHAFT
LONDON
UNITED KINGDOM
EC3P 3DQ**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

Register Location: **REGISTRAR OF COMPANIES**

Country/State: **ENGLAND**

Registration Number: **11253798**

<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, 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 holds, 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: **AVIVA INVESTORS INFRASTRUCTURE INCOME NO.6B LIMITED**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

AVIVA INVESTORS INFRASTRUCTURE INCOME MIDCO 6.1 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
Aviva Investors Infrastructure Income No.6B Limited	Authenticated Electronically

Dated: 18/05/2018