

FILE COPY



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

Company Number **11463602**

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

NEOGROUP INTERNATIONAL 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 **13th July 2018**



* N11463602A *



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: **12/07/2018**

X7A169XM

Company Name in full: **NEOGROUP INTERNATIONAL LTD**

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

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

Proposed Registered Office Address: **OFFICE 103 REGICO OFFICES
153 THE PARADE HIGH STREET
WATFORD
UNITED KINGDOM WD17 1NA**

Sic Codes: **46730
46760
46900**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR. CARLOS ALBERTO**

Surname: **WEAND ORTIZ**

Former Names:

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

Country/State Usually **PANAMA**

Resident:

Date of Birth: **27/01/1963** *Nationality:* **PANAMANIAN**

Occupation: **COMPANY
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>	1000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1000
<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>	1000
		<i>Total aggregate nominal value:</i>	1000
		<i>Total aggregate unpaid:</i>	1000

Initial Shareholdings

Name: **TOPHOLD INC.**

Address **50TH STREET, GLOBAL
PLAZA 19TH FLOOR, SUITE
H
PANAMA CITY
PANAMA**

Class of Shares: **ORDINARY**

Number of shares: **1000**

Currency: **GBP**

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

Amount unpaid: **1000**

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. IGOR ZALESKYI**

Country/State Usually Resident: **UKRAINE**

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

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 holds, directly or indirectly, 75% or more 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 holds, directly or indirectly, 75% or more of the voting rights in the company.

Election to keep information on the public register

The subscribers have elected to keep Register of Directors information on the public register

The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

Statement of Compliance

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

Name: **TOPHOLD INC.**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of NEOGROUP INTERNATIONAL 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
TOPHOLD INC.	Authenticated Electronically

Dated: 12/07/2018