

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 11708002

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

**SAPPHIRE IP 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 **3rd December 2018**



\* N117080026 \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **30/11/2018**

X7JS349F

*Company Name in full:*

**SAPPHIRE IP LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**C/O ACUITY LEGAL LIMITED 3 ASSEMBLY SQUARE  
BRITANNIA QUAY  
CARDIFF  
UNITED KINGDOM CF10 4PL**

*Sic Codes:*

**74990**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

## ***Proposed Officers***

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### ***Company Secretary 1***

**Type:** Corporate  
**Name:** ACUITY SECRETARIES LIMITED  
**Principal / Business Address:** 3 ASSEMBLY SQUARE BRITANNIA QUAY  
CARDIFF  
UNITED KINGDOM CF10 4PL

### ***European Economic Area (EEA) Company***

**Register Location:** UNITED KINGDOM  
**Registration Number:** 04115761

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

# ***Company Director***      ***1***

***Type:***                      **Person**

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

***Surname:***                **NEUGROSCHL**

***Former Names:***

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

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

***Date of Birth:***    **\*\*/11/1966**                      ***Nationality:***    **AMERICAN**

***Occupation:***    **DIRECTOR**

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

## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1</b>
<i>Prescribed particulars</i>			

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

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1</b>
		<i>Total aggregate nominal value:</i>	<b>1</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **SAPPHIRE CABINETRY (UK)  
LLC**

*Class of Shares:* **ORDINARY**

*Address* **C/O PAUL HASTINGS LLP  
200 PARK AVENUE  
NEW YORK  
NY  
UNITED STATES  
10166**

*Number of shares:* **1**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** SAPPHIRE CABINETRY (UK) LLC

***Service Address:*** C/O PAUL HASTINGS LLP 200 PARK AVENUE  
NEW YORK  
NY  
UNITED STATES  
10166

***Legal Form:*** LIMITED LIABILITY COMPANY

***Governing Law:*** LIMITED LIABILITY COMPANY ACT

***Register Location:*** DIVISION OF CORPORATIONS

***Country/State:*** DELAWARE

***Registration Number:*** 7167112



<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>

## ***Statement of Compliance***

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*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:*                      **ACUITY LEGAL LIMITED**

*Agent's Address:*                      **3 ASSEMBLY SQUARE BRITANNIA QUAY  
CARDIFF  
UNITED KINGDOM  
CF10 4PL**

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## ***Authorisation***

*Authoriser Designation:*   **agent**

*Authenticated*   **YES**

*Agent's Name:*                      **ACUITY LEGAL LIMITED**

*Agent's Address:*                      **3 ASSEMBLY SQUARE BRITANNIA QUAY  
CARDIFF  
UNITED KINGDOM  
CF10 4PL**

# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of SAPPHIRE IP 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
Sapphire Cabinetry (UK) LLC	Authenticated Electronically

Dated: 30/11/2018