

FILE COPY



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

Company Number **11760697**

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

VIRTUOUS GROUP 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 **10th January 2019**



* N11760697O *



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: 09/01/2019

X7WRTI4G

Company Name in full: **VIRTUOUS GROUP LTD**

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

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

Proposed Registered Office Address: **3 LAMBERT WALK
THAME
UNITED KINGDOM OX9 3DT**

Sic Codes: **47640**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director ***1***

Type: **Person**

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

Surname: **DYROFF**

Former Names:

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

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/07/1984** ***Nationality:*** **BRITISH**

Occupation: **BICYCLE**
 MECHANIC

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>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

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

Initial Shareholdings

Name: **JAMES DYROFF**

Address **3 LAMBERT WALK
THAME
UNITED KINGDOM
OX9 3DT**

Class of Shares: **ORDINARY**

Number of shares: **51**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **51**

Name: **MICHELLE FORSYTH**

Address **3 LAMBERT WALK
THAME
UNITED KINGDOM
OX9 3DT**

Class of Shares: **ORDINARY**

Number of shares: **49**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **49**

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 JAMES DANIEL DYROFF**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/07/1984** ***Nationality:*** **BRITISH**

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, more than 50% but less than 75% of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 50% but less than 75% 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.

Individual Person with Significant Control details

Names: **MISS MICHELLE ANNE FORSYTH**

***Country/State Usually
Resident:*** **ENGLAND**

Date of Birth: ****/03/1986** ***Nationality:*** **BRITISH**

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, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.

Statement of Compliance

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

Name: **JAMES DYROFF**
Authenticated **YES**
Name: **MICHELLE FORSYTH**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of VIRTUOUS GROUP 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
James Dyroff	Authenticated Electronically
Michelle Forsyth	Authenticated Electronically

Dated: 09/01/2019