

FILE COPY



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

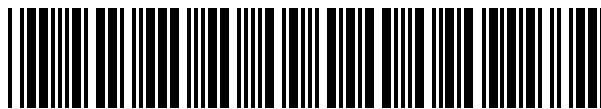
Company Number **13394629**

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

BANDENIA MICROCREDIT 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 May 2021**



N13394629O



Companies House



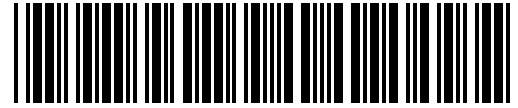
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **11/05/2021**

XA4AQQS9

Company Name in full: **BANDENIA MICROCREDIT LTD**

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

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

Proposed Registered Office Address: **8-10 FLAT H PONT STREET
LONDON
UNITED KINGDOM SW1X 9EL**

Sic Codes: **64910
64921
64922
64992**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR. JOSE MIGUEL**

Surname: **ARTILES**

Former Names:

Service Address: **1000 BRICKELL AVE, SUITE 925
MIAMI
FLORIDA
UNITED STATES 33131**

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

Date of Birth: ****/07/1964** *Nationality:* **SPANISH**

Occupation: **PRESIDENT & GROUP CEO**

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>	26000000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	26000000
<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>	26000000
		<i>Total aggregate nominal value:</i>	26000000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	BBP BANDENIA INC		
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	2600000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA FINANCIAL GROUP INC		
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	3500000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA INC		
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	4400000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	INVESTMENT IN BANDENIA LLC		
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	2600000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA FUND MANAGEMENT LLC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	800000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA BANKERS INSURANCE INC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	1700000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	EUROPEAN CREDIT LLC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	620000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	SOLVENTIA CAPITAL INVESTMENT LLC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	530000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA BANCA PRIVADA INC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	6200000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA BANQUEROS PRIVADOS INC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	2510000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

<i>Name:</i>	BANDENIA FOUNDATION INC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	1000 BRICKELL AVE, SUITE 925 MIAMI FLORIDA UNITED STATES 33131	<i>Number of shares:</i>	540000
		<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 no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Compliance

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

<i>Name:</i>	BBP BANDENIA INC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA FINANCIAL GROUP INC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA INC
<i>Authenticated</i>	YES
<i>Name:</i>	INVESTMENT IN BANDENIA LLC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA FUND MANAGEMENT LLC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA BANKERS INSURANCE INC
<i>Authenticated</i>	YES
<i>Name:</i>	EUROPEAN CREDIT LLC
<i>Authenticated</i>	YES
<i>Name:</i>	SOLVENTIA CAPITAL INVESTMENT LLC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA BANCA PRIVADA INC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA BANQUEROS PRIVADOS INC
<i>Authenticated</i>	YES
<i>Name:</i>	BANDENIA FOUNDATION INC
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
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COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of BANDENIA MICROCREDIT 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
BBP BANDENIA INC	Authenticated Electronically
BANDENIA FINANCIAL GROUP INC	Authenticated Electronically
BANDENIA INC	Authenticated Electronically
INVESTMENT IN BANDENIA LLC	Authenticated Electronically
BANDENIA FUND MANAGEMENT LLC	Authenticated Electronically
BANDENIA BANKERS INSURANCE INC	Authenticated Electronically
EUROPEAN CREDIT LLC	Authenticated Electronically
SOLVENTIA CAPITAL INVESTMENT LLC	Authenticated Electronically
BANDENIA BANCA PRIVADA INC	Authenticated Electronically
BANDENIA BANQUEROS PRIVADOS INC	Authenticated Electronically
BANDENIA FOUNDATION INC	Authenticated Electronically

Dated: 11/05/2021