



**FILE COPY**

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

Company Number **561820**

The Registrar of Companies for Scotland hereby certifies that

**SM HOLDCO 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 Scotland

Given at Companies House on **28th March 2017**



**\*NSC561820D\***



**Companies House**



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

IN01

Application to register a company



Companies House

000444/40

A fee is payable with this form.  
Please see 'How to pay' on the last page.

FRIDAY



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SCT

17/03/2017

#130

COMPANIES HOUSE

www.gov.uk/companieshouse

✓ **What this form is for**  
You may use this form to register a  
private or public company.

✗ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01. Do not  
use this form if any individual person  
with significant control is applying  
or has applied for protection from  
having their details disclosed on the  
public register. Contact enquiries@  
companieshouse.gov.uk to get a  
separate form.

**Part 1 Company details**

<b>A1</b>	<b>Company name</b>	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *
	Check if a company name is available by using our name availability search: <b>www.companieshouse.gov.uk/info</b>	
	Please show the proposed company name below.	
Proposed company name in full ①	<b>SM HOLDCO LTD.</b>	<b>① Duplicate names</b> Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse
For official use	<b>SC561820</b>	

<b>A2</b>	<b>Company name restrictions ②</b>	<b>② Company name restrictions</b> A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.  <input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.	

<b>A3</b>	<b>Exemption from name ending with 'Limited' or 'Cyfyngedig' ③</b>	<b>③ Name ending exemption</b> Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.  <input type="checkbox"/> I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.	

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Application to register a company

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Company type<sup>1</sup>

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☒ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

<sup>1</sup> Company type

If you are unsure of your company's type, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. <sup>2</sup>

Classification code 1	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 2	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 3	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 4	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

HOLDING COMPANY

<sup>2</sup> Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A6

Situation of registered office <sup>3</sup>

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
- ☐ Wales
- ☒ Scotland
- ☐ Northern Ireland

<sup>3</sup> Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

# IN01

## Application to register a company

### A7 Registered office address ①

	Please give the registered office address of your company.						
Building name/number	TITANIUM 1						
Street	KING'S INCH PLACE						
	RENFREW						
Post town	GLASGOW						
County/Region							
Postcode	P	A	4		8	W	F

#### ① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

### A8 Articles of association ②

	Please choose one option only and tick one box only.	
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box. <input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 3	<input type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	

② For details of which company type can adopt which model articles, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

### A9 Restricted company articles ③

Please tick the box below if the company's articles are restricted.

☐

#### ③ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**B2****Secretary's service address ①**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete <b>Section C3 only</b>	
	→ No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

**Director****D1 Director appointments <sup>①</sup>**

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	STEPHEN
Surname	MCCANN
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	SCOTLAND
Nationality	BRITISH
Month/year of birth <sup>④</sup>	X X 0 5 1 9 7 7
Business occupation (if any) <sup>⑤</sup>	DIRECTOR

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2 Director's service address <sup>⑥</sup>**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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## Application to register a company

## Director

D1

Director appointments <sup>1</sup>

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E4.

Title*	
Full forename(s)	
Surname	
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	
Nationality	
Month/year of birth <sup>4</sup>	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) <sup>5</sup>	

**1 Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**2 Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**3 Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**4 Month and year of birth**

Please provide month and year only.

**5 Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address <sup>6</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**6 Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)?	
	→ Yes Complete <b>Section E3 only</b>	
	→ No Complete <b>Section E4 only</b>	

<b>E3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ②		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b>
Registration number		

<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

**F1****Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	--	------------------	---	--

**Currency table A**

GBP	ORDINARY	1	0.0001	
<b>Totals</b>		1	0.0001	0.00

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1	0.0001	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Application to register a company

**F2**

**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

**ORDINARY**

Prescribed particulars

①

The Ordinary Shares shall (i) carry the right to vote at all general meetings of the Company; (ii) carry the right to dividends or other distributions of an income nature; (iii) carry the right to be converted in to "B", "C" or "D" Shares subject to consent from all of the members of the Board from time to time and the Board may refuse to grant a conversion notice for any reason whatsoever; and (iv) in the event of a winding up or other return of capital, the Ordinary Shares as a class shall have a right to the assets of the Company after settlement of its liabilities.

**① Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

# IN01

## Application to register a company

**F3**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name <b>STEPHEN MCCANN</b>	<b>ORDINARY</b>	<b>1</b>	<b>GBP</b>	<b>£0.0001</b>	<b>0</b>	<b>0.0001</b>
Address <b>3 CROFTBANK AVENUE BOTHWELL G71 8RT</b>						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted.

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

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## Application to register a company

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

#### ① Name

Please use capital letters.

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted.

#### ④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

## Part 5

### People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

**H1**

#### Statement of initial significant control <sup>1</sup>

- ☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

**<sup>1</sup> Statement of initial significant control**  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

**H2**

#### Statement of no PSC

(Please tick the statement below if appropriate )

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

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## Individual PSC

<b>H3</b>	<b>Individual's details</b>		<b>① Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.  <b>② Month and year of birth</b> Please provide month and year only.
Use <b>sections H3-H9</b> as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company			
Title*	MR		
Full forename(s)	STEPHEN		
Surname	MCCANN		
Country/State of residence <sup>①</sup>	SCOTLAND		
Nationality	BRITISH		
Month/year of birth <sup>②</sup>	<div>X</div> <div>X</div> <div>0</div> <div>5</div> <div>1</div> <div>9</div> <div>7</div> <div>7</div>		

<b>H4</b>	<b>Individual's service address <sup>①</sup></b>		<b>① Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  If you provide the individual's residential address here it will appear on the public record.
Please complete the individual's service address below. You must also complete the individual's usual residential address in <b>Section H6</b> .			
Building name/number	TITANIUM 1		
Street	KING'S INCH PLACE		
	RENFREW		
Post town	GLASGOW		
County/Region			
Postcode	<div>P</div> <div>A</div> <div>4</div> <div></div> <div>8</div> <div>W</div> <div>F</div> <div></div>		
Country	SCOTLAND		

# IN01

## Application to register a company

**H7**

### Nature of control for an individual<sup>1</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

**H8**

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

IN01

Application to register a company

H9

**Nature of control by a trust over which the individual has significant control <sup>①</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

## Individual PSC

<b>H3</b>	<b>Individual's details</b>		
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		<b>❶ Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.  <b>❷ Month and year of birth</b> Please provide month and year only.
Title*			
Full forename(s)			
Surname			
Country/State of residence <sup>❶</sup>			
Nationality			
Month/year of birth <sup>❷</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

<b>H4</b>	<b>Individual's service address <sup>❶</sup></b>		
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.		<b>❶ Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  If you provide the individual's residential address here it will appear on the public record.
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>1</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

# IN01

## Application to register a company

H9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

# IN01

## Application to register a company

### Relevant legal entity (RLE)

I1 RLE details <sup>①</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Registered or principal office address**  
This is the address that will appear on the public record.

I2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**① Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

IN01

Application to register a company

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**Nature of control for the RLE <sup>①</sup>**

Please indicate how the RLE has significant control over the company

**① Tick each that apply.**

**Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

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**Nature of control by a firm over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

**① Tick each that apply.**

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

15

**Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

**①** Tick each that apply.

IN01

Application to register a company

**Other registrable person (ORP)**

<b>J1</b>	<b>ORP details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul>	
Name of ORP		

<b>J2</b>	<b>Principal office address ①</b>	
Building name/number		<b>① Principal office address</b> This is the address that will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

<b>J3</b>	<b>Legal form and governing law</b>	
Legal form		
Governing law		

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① Tick each that apply.

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

### Nature of control by a firm over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

J6

**Nature of control by a trust over which the ORP has significant control <sup>①</sup>**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

## Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

### K1 Election to keep secretaries' register information on the public register <sup>①</sup>

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary.

### K2 Election to keep directors' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

### K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

### K4 Election to keep members' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

### K5 Election to keep PSC register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

<sup>④</sup> **Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

**Part 7**      **Consent to act****L1**      **Consent statement**

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

**Part 8**      **Statement about individual PSC particulars****M1**      **Particulars of an individual PSC <sup>①</sup>**

Please tick the box to confirm.

- ☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

<sup>①</sup> Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

**Part 9**      **Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No    Go to Section N1 (Statement of compliance delivered by the subscribers).
- Yes    Go to Section N2 (Statement of compliance delivered by an agent).

**N1**      **Statement of compliance delivered by the subscribers <sup>②</sup>**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

Subscriber's signature

Signature

S.M. 

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

**N2**

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name **BELLWETHER GREEN**

Building name/number **225**

Street **WEST GEORGE STREET**

Post town **GLASGOW**

County/Region

Postcode **G 2 2 N D**

Country **SCOTLAND**

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

Agent's signature

Signature

**X**

**X**

IN01

## Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **STEPHANIE FARRELL**

Company name **BELLWETHER GREEN**

Address **225 WEST GEORGE**

**STREET**

Post town **GLASGOW**

County/Region

Postcode **G 2 2 N D**

Country **SCOTLAND**

DX

Telephone **0141 218 4908**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A7).  
☐ At the agents address (Given in Section N2).

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

**Further information**


For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of SM HOLDCO 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

Date	Name of each subscriber	Authentication by each subscriber
X 13/3/17 X	Stephen McCann	X  X