

LL IN01

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Application for the incorporation of a Limited Liability Partnership (LLP)

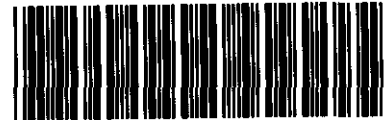
A fee is payable with this form

Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to
incorporate a Limited Liability
Partnership.

✗ **What this form is NOT for**
You cannot use this form to
incorporate a company. To do this,
please use form IN01 'I
to register a company'.
use this form if any indi
PSC is applying or has
for protection from havi
details disclosed on the
register. Contact enqui
companieshouse.gov.u
separate form.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse



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22/06/2017
COMPANIES HOUSE

#3

Part 1 LLP details

A1

LLP details

Check if an LLP name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed LLP name below.

LLP name in full ①

Penta Capital Investments 2016

Name ending ②

LLP/XXXXXXXXXXXXXXX

For official use

50306102

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

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 is
available in our guidance at
www.gov.uk/companieshouse

② Name ending

You must delete either LLP or
Limited Liability Partnership.
If the LLP is situated in Wales and
you chose to have a Welsh ending
(PAC or Partneriaeth Atebolrwydd
Cyfyngedig), please use form LL
IN01c.

A2

LLP name restrictions

Please tick the box only if the proposed LLP name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed LLP 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.

LLP name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:

www.gov.uk/companieshouse

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A3

Situation of registered office ①

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

① Registered office

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

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

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

A4

Registered office address ②

Please give the registered office address of your LLP.

Building name/number 150

Street St Vincent Street

Post town Glasgow

County/Region

Postcode

G 2 5 N E

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A3.

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

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

A5

Members' designation

Will all members from time to time be designated members? ③

- ☐ Yes
☒ No

③ Members' designation

If 'Yes' all members named will be designated. If 'No' at least two members named must be designated.

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Part 2 Proposed officers

→ For a **member** who is an individual, go to **Section B1**.

→ For a **corporate member**, go to **Section C1**.

There must be two designated members at all times. Unless there are at least two designated members all members will be designated.

Member

B1 Member appointments ①		
Please use this section to list all the member appointments taken on formation. For a corporate member complete C1-C4.		
Title *	Mr	
Full forename(s)	Steven	
Surname	Scott	
Former name(s) ②		
Country/State of residence ③	UK	
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m0</div> <div>m4</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y5</div> </div>	
Designated member ⑤	Please tick this box if you are consenting to act as a designated member. <input checked="" type="checkbox"/>	

① Appointments
For corporate member appointments, please complete section C1-C4 instead of section B.

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 B4.

④ Month and year of birth
Please provide month and year only.

⑤ Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more members, please use the 'Member appointments' continuation page.

B2 Member's service address ⑥		
Please complete the service address below. You must also fill in the member's usual residential address in Section B4 .		
Building name/number	The LLP's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
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 LLP's Registered Office' if your service address will be recorded in the LLP's register of members' particulars as the LLP's registered office.

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

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Member

B1 Member appointments ①	
Please use this section to list all the member appointments taken on formation. For a corporate member complete C1-C4.	
Title *	Mr
Full forename(s)	David George
Surname	Calder
Former name(s) ②	
Country/State of residence ③	UK
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y5</div> </div>
Designated member ⑤	Please tick this box if you are consenting to act as a designated member. <input checked="" type="checkbox"/>

① Appointments
For corporate member appointments, please complete section C1-C4 instead of section B.

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 B4.

④ Month and year of birth
Please provide month and year only.

⑤ Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more members, please use the 'Member appointments' continuation page.

B2 Member's service address ⑥	
Please complete the service address below. You must also fill in the member's usual residential address in Section B4 .	
Building name/number	The LLP'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 LLP's Registered Office' if your service address will be recorded in the LLP's register of members' particulars as the LLP's registered office.

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

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Member

B1 Member appointments ①	
Please use this section to list all the member appointments taken on formation. For a corporate member complete C1-C4.	
Title *	Mr
Full forename(s)	Paul
Surname	Cassidy
Former name(s) ②	
Country/State of residence ③	UK
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m1</div> <div>m0</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div> </div>
Designated member ⑤	Please tick this box if the person is consenting to act as a designated member. <input checked="" type="checkbox"/>

① Appointments
For corporate member appointments, please complete section C1-C4 instead of section B.

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 B4.

④ Month and year of birth
Please provide month and year only.

⑤ Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more members, please use the 'Member appointments' continuation page.

B2 Member's service address ⑥	
Please complete the service address below. You must also fill in the member's usual residential address in Section B4 .	
Building name/number	The LLP'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 LLP's Registered Office' if your service address will be recorded in the LLP's register of members' particulars as the LLP's registered office.

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

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Application for the incorporation of a Limited Liability Partnership (LLP)

Member

B1 Member appointments ①	
Please use this section to list all the member appointments taken on formation. For a corporate member complete C1-C4.	
Title *	Mr
Full forename(s)	William Torquil
Surname	Macnaughton
Former name(s) ②	
Country/State of residence ③	UK
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m0</div> <div>m4</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y2</div> </div>
Designated member ⑤	Please tick this box if the person is consenting to act as a designated member. <input checked="" type="checkbox"/>

① Appointments
For corporate member appointments, please complete section C1-C4 instead of section B.

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 B4.

④ Month and year of birth
Please provide month and year only.

⑤ Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more members, please use the 'Member appointments' continuation page.

B2 Member's service address ⑥	
Please complete the service address below. You must also fill in the member's usual residential address in Section B4 .	
Building name/number	The LLP'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 LLP's Registered Office' if your service address will be recorded in the LLP's register of members' particulars as the LLP's registered office.

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

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Application for the incorporation of a Limited Liability Partnership (LLP)

Member

B1 Member appointments ①	
Please use this section to list all the member appointments taken on formation. For a corporate member complete C1-C4.	
Title *	Mr
Full forename(s)	Charles Leland
Surname	Schrager von Altishofen
Former name(s) ②	
Country/State of residence ③	UK
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m1</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y7</div> </div>
Designated member ⑤	Please tick this box if the person is consenting to act as a designated member. <input checked="" type="checkbox"/>

① Appointments
For corporate member appointments, please complete section C1-C4 instead of section B.

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 B4.

④ Month and year of birth
Please provide month and year only.

⑤ Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more members, please use the 'Member appointments' continuation page.

B2 Member's service address ⑥	
Please complete the service address below. You must also fill in the member's usual residential address in Section B4.	
Building name/number	The LLP'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 LLP's Registered Office' if your service address will be recorded in the LLP's register of members' particulars as the LLP's registered office.

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

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Corporate member**C1 Corporate member appointments ①**

Please use this section to list all the corporate members of the LLP.

Name of corporate body or firm	Old Oak Holdings Limited									
Building name/number	7th Floor									
Street	90 Long Acre									
Post town	London									
County/Region										
Postcode	W	C	2	E		.9	R	A		
Country										

Designated member ② Please tick this box if the person is consenting to act as a **designated** member.
☐

① Registered or principal address
 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.

② Designated member
 There must be at least two designated members at all times.

Additional appointments
 If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page.

C2 Location of the registry of the corporate body or firm

Is the corporate member registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3** only→ No Complete **Section C4** only**C3 EEA companies ③**

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 ④	England and Wales									
Registration number	05248512									

③ EEA
 A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

④ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

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										
Governing law										
If applicable, where the company/firm is registered ⑤										
If applicable, the registration number										

⑤ Non-EEA
 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.

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Application for the incorporation of a Limited Liability Partnership (LLP)

Corporate member

C1 Corporate member appointments ①	
Please use this section to list all the corporate members of the LLP.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
Designated member ②	Please tick this box if you are consenting to act as a designated member. <input type="checkbox"/>

① Registered or principal address
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.

② Designated member
There must be at least two designated members at all times.

Additional appointments
If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page.

C2 Location of the registry of the corporate body or firm	
Is the corporate member registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	

C3 EEA companies ③	
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 ④	
Registration number	

③ EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

④ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies	
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	
Governing law	
If applicable, where the company/firm is registered ⑤	
If applicable, the registration number	

⑤ Non-EEA
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.

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Part 3 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 LLP. 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

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 LLP, tick the box in D1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in D2 and go to **Part 4 Election to keep information on the public register.**

D1

Statement of initial significant control ①

☒ 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 LLP.

① 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 D, E & F.

Please use the PSC continuation pages if necessary.

D2

Statement of no PSC

(Please tick the statement below if appropriate)

☐ The LLP 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 LLP.

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Individual PSC

D3	Individual's details	1 Country/State of residence This is in respect of your usual residential address as stated in section D6.
Use sections D3-D9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the LLP.		2 Month and year of birth Please provide month and year only.
Title *		
Full forename(s)		
Surname		
Country/State of residence 1		
Nationality		
Month/year of birth 2	X X m m y y y y	

D4	Individual's service address 3	3 Service address 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 Section D6.		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

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Application for the incorporation of a Limited Liability Partnership (LLP)

D7

Nature of control for an individual ¹

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

Share of assets

The individual holds or is treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets of the LLP on a winding up (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 the LLP voting rights in the LLP (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 LLP management

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the members who are entitled to take part in the management of the LLP.

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 LLP.

¹ Tick each that apply.

D8

Nature of control by a firm over which the individual has significant control ²

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

² Tick each that apply.

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Application for the incorporation of a Limited Liability Partnership (LLP)

D9

Nature of control by a trust over which the individual has significant control ^①

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

^① Tick each that apply.

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Application for the incorporation of a Limited Liability Partnership (LLP)

Individual PSC

D3

Individual's details

Use sections D3-D9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the LLP.

Title *

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

X X

m

m

y

y

y

y

① Country/State of residence

This is in respect of your usual residential address as stated in section D6.

② Month and year of birth

Please provide month and year only.

D4

Individual's service address ③

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section D6.

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

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.

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D7

Nature of control for an individual ^①

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

Share of assets

The individual holds or is treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets of the LLP on a winding up (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 the LLP voting rights in the LLP (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 LLP management

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the members who are entitled to take part in the management of the LLP.

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 LLP.

^① Tick each that apply.

D8

Nature of control by a firm over which the individual has significant control ^②

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

^② Tick each that apply.

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Application for the incorporation of a Limited Liability Partnership (LLP)

D9

Nature of control by a trust over which the individual has significant control ^①

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

^① Tick each that apply.

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Relevant legal entity (RLE)**E1****RLE details**

Corporate or firm name	Old Oak Holdings Limited							
Building name/number	7th Floor							
Street	90 Long Acre							
Post town	London							
County/Region								
Postcode	W	C	2	E		9	R	A
Country								

E2**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	Private Limited Company						
Governing law	English law						
If applicable, register in which RLE is entered ❶	Companies House, England						
Country/State	England						
Registration number	05248512						

❶ 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.

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

E3

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the LLP.

Share of assets

The RLE holds or is treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets of the LLP on a winding up (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 the LLP voting rights in the LLP (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 LLP management

- ☐ The RLE holds, directly or indirectly, the right to appoint or remove a majority of the members who are entitled to take part in the management of the LLP.

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 LLP.

① Tick each that apply.

E4

Nature of control by a firm over which the RLE has significant control ②

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:

the members of that firm (in their capacity as such) hold or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

② Tick each that apply.

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

E5

Nature of control by a trust over which the RLE has significant control ^①

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

^① Tick each that apply.

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

Other registrable person (ORP)

F1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

F2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

F3

Legal form and governing law

Legal form

Governing law

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

F4

Nature of control^①

Please show how the ORP has significant control over the LLP.

Share of assets

The ORP holds or is treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets of the LLP on a winding up (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 the LLP voting rights in the LLP

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

Ownership of right to appoint/remove LLP management

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the members who are entitled to take part in the management of the LLP.

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 LLP.

① Tick each that apply.

F5

Nature of control by a firm over which the ORP has significant control^②

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:

the members of that firm (in their capacity as such) hold or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

② Tick each that apply.

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

F6

Nature of control by a trust over which the ORP has significant control ¹

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 or are treated as holding, directly or indirectly, the right to share in the following percentage of any surplus assets on a winding up of the LLP (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 the voting rights in the LLP (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 members who are entitled to take part in the management of the LLP.

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

¹ Tick each that apply.

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

Part 4 Election to keep information on the public register

The proposed members of an LLP 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 proposed members are electing to keep on the public register. If the proposed members have not agreed to keep any of this information on the public register, go to Part 5 Consent to Act.

G1 Election to keep LLP members' register information on the public register

IMPORTANT:
If the proposed members elect to keep this information on the public register, everyone who is an individual LLP member while the election is in force will have their full date of birth available on the public record ¹

☐ All proposed members elect to keep LLP members' register information on the public register.

¹ If the proposed members don't make this election, only the month and year of birth will be available on the public record.

G2 Election to keep LLP members' usual residential address (URA) register information on the public register

If the proposed members elect to keep this information on the public register, the URA will not be publicly available.

☐ All proposed members elect to keep LLP members' URA register information on the public register

G3 Election to keep PSC register information on the public register

IMPORTANT:
If the proposed members 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 ²

☐ All proposed members elect to keep PSC register information on the public register.

☐ No objection was received by the proposed members from any eligible person within the notice period before making the election. ³

² If the proposed members don't make this election, only the month and year of birth will be available on the public record.

³ **Eligible person**
An eligible person is a person whose details would have to be entered in the LLP's PSC register

LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

Part 5 Consent to act

H1

Consent to act

Please tick the box to confirm consent.

☒ I confirm that each of the persons named as a member or designated member has consented to act in that capacity.

Part 6 Statement about individual PSC particulars

I1

Particulars of an individual PSC ¹

Please tick the box to confirm.

☐ The proposed members confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

¹ Only tick this if you have completed details of one or more individual PSCs in sections D3-D9.

Part 7 Signature

J1

Signature

I certify that I am a

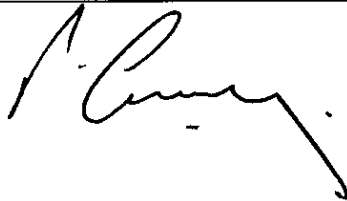
- Solicitor engaged in the formation of this LLP or
- Member named of this LLP

and that two or more persons named in this form are associated for carrying on lawful business with a view to profit.

I am signing this form on behalf of the LLP


Signature


Signature







LL IN01

Application for the incorporation of a Limited Liability Partnership (LLP)

 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	Claire Torrens
Company name	Dickson Minto W.S
Address	16 Charlotte Square
	Edinburgh
Post town	
County/Region	
Postcode	E H 2 4 D F
Country	
DX	199
Telephone	+44 (0) 131 225 4455

 Certificate
We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:
<input type="checkbox"/> At the registered office address (Given in section A4).

 Checklist
We may return forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> You have checked that the proposed LLP 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.
<input type="checkbox"/> If the name of the LLP 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.
<input type="checkbox"/> You have used the correct appointment sections.
<input type="checkbox"/> 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.
<input type="checkbox"/> The document has been signed, where indicated.
<input type="checkbox"/> All relevant attachments have been included.
<input type="checkbox"/> 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 proposed members have elected to keep PSC and/or LLP members' 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
 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 LLPs registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.
For LLPs 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 LLPs 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 or email 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



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
LIMITED LIABILITY PARTNERSHIP**

Partnership Number **SO306102**

The Registrar of Companies for Scotland hereby certifies that

PENTA CAPITAL INVESTMENTS 2016 LLP

is this day incorporated under the Limited Liability Partnerships Act 2000 as a limited liability partnership and that the partnership is limited and the situation of the registered office is in Scotland.

Given at Companies House on **22nd June 2017**.