

FILE COPY



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

Company Number **10657850**

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

BODIAM CAPITAL LTD.

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **7th March 2017**



* N10657850J *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



*Received for filing in Electronic Format on the:***07/03/2017**

X61QJ4S3

Company Name in full:

BODIAM CAPITAL LTD.

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM KT7 0SR**

Sic Codes:

64304

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A WINDING UP.

Class of Shares:	B	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO DIVIDENDS. EACH SHARE DOES NOT HAVE ANY RIGHTS TO VOTING AND DISTRIBUTIONS ON A WINDING UP.

Class of Shares:	C	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO DIVIDENDS. EACH SHARE DOES NOT HAVE ANY RIGHTS TO VOTING AND DISTRIBUTIONS ON A WINDING UP.

Class of Shares:	D	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO DIVIDENDS. EACH SHARE DOES NOT HAVE ANY RIGHTS TO VOTING AND DISTRIBUTIONS ON A WINDING UP.

Class of Shares:	E	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO DIVIDENDS. EACH SHARE DOES NOT HAVE ANY RIGHTS TO VOTING AND DISTRIBUTIONS ON A WINDING UP.

Statement of Capital (Totals)

Currency: **GBP**

Total number of shares: **500**

Total aggregate nominal value: **500**

Total aggregate unpaid: **0**

Initial Shareholdings

Name: **SCOTT ANTHONY DICKENS**

Address **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Class of Shares: **A ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **4600**

Name: **BEN JOSHUA DICKENS**

Address **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Class of Shares: **B ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **4600**

Name: **HUGH WILLIAM DICKENS**

Address **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Class of Shares: **C ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **4600**

Name: **ANNABEL KATE DICKENS**

Address **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Class of Shares: **D ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **4600**

Name: **MILES HENRY DICKENS**

Address **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Class of Shares: **E ORDINARY**

Number of shares: **100**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **4600**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **SCOTT ANTHONY DICKENS**

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

Date of Birth: ****/06/1968** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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

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

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **RJP LLP**

Agent's Address: **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **RJP LLP**

Agent's Address: **2AC COURT HIGH STREET
THAMES DITTON
SURREY
UNITED KINGDOM
KT7 0SR**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BODIAM CAPITAL LTD.

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Scott Anthony Dickens	Authenticated Electronically
Ben Joshua Dickens	Authenticated Electronically
Hugh William Dickens	Authenticated Electronically
Annabel Kate Dickens	Authenticated Electronically
Miles Henry Dickens	Authenticated Electronically

Dated: 07/03/2017