

FILE COPY



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

Company Number **10902884**

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

ZOE GLOBAL LIMITED

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 August 2017**



* N10902884J *



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: **04/08/2017**

X6C4WC3F

Company Name in full: **ZOE GLOBAL LIMITED**

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

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

Proposed Registered Office Address: **C/O CMS CAMERON MCKENNA NABARRO OLSWANG LLP
CANNON PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM EC4N 6AF**

Sic Codes: **86900**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **JONATHAN THOMAS**

Surname: **WOLF**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/01/1975** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **GEORGE**

Surname: **HADJIGEORGIOU**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/02/1975** *Nationality:* **GREEK**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	10000000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<i>Prescribed particulars</i>			

ORDINARY SHARES CARRY THE FOLLOWING RIGHTS: 1. THE RIGHT TO ONE VOTE IN ANY CIRCUMSTANCES; 2. THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU; 3. THE RIGHT TO PARTICIPATE IN ANY OTHER DISTRIBUTION (INCLUDING ON A WINDING UP) PARI PASSU. THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	10000000
		<i>Total aggregate nominal value:</i>	10
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **JONATHAN WOLF**

Address **C/O CMS CAMERON
MCKENNA NABARRO
OLSWANG LLP CANNON
PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM
EC4N 6AF**

Class of Shares: **ORDINARY**

Number of shares: **4411765**

Currency: **GBP**

Nominal value of each share: **0.000001**

Amount unpaid: **0**

Amount paid: **0.000001**

Name: **GEORGE HADJIGEORGIOU**

Address **C/O CMS CAMERON
MCKENNA NABARRO
OLSWANG LLP CANNON
PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM
EC4N 6AF**

Class of Shares: **ORDINARY**

Number of shares: **4411765**

Currency: **GBP**

Nominal value of each share: **0.000001**

Amount unpaid: **0**

Amount paid: **0.000001**

Name: **TIMOTHY SPECTOR**

Address **C/O CMS CAMERON
MCKENNA NABARRO
OLSWANG LLP CANNON
PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM
EC4N 6AF**

Class of Shares: **ORDINARY**

Number of shares: **1176470**

Currency: **GBP**

Nominal value of each share: **0.000001**

Amount unpaid: **0**

Amount paid: **0.000001**

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: **JONATHAN THOMAS WOLF**

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

Date of Birth: ****/01/1975** *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.

Nature of control **The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.**

Nature of control **The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**

Individual Person with Significant Control details

Names: **GEORGE HADJIGEORGIU**

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

Date of Birth: ****/02/1975** *Nationality:* **GREEK**

Service address recorded as Company's registered office

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

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

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: **CMS CAMERON MCKENNA NABARRO OLSWANG LLP**

Agent's Address: **C/O CMS CAMERON MCKENNA NABARRO OLSWANG LLP
CANNON PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM
EC4N 6AF**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **CMS CAMERON MCKENNA NABARRO OLSWANG LLP**

Agent's Address: **C/O CMS CAMERON MCKENNA NABARRO OLSWANG LLP
CANNON PLACE
78 CANNON STREET
LONDON
UNITED KINGDOM
EC4N 6AF**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ZOE GLOBAL LIMITED

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
Jonathan Wolf	Authenticated Electronically
George Hadjigeorgiou	Authenticated Electronically
Timothy Spector	Authenticated Electronically

Dated: 04/08/2017