

**File Copy**



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

**Company No. 8179959**

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

AMI ELSIUS 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 15th August 2012



\*N08179959Z\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



**Companies House**  
— for the record —

# IN01(ef)

**Application to register a company**

*Received for filing in Electronic Format on the: 14/08/2012*



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<i>Company Name in full:</i>	<b>AMI ELSIUS LIMITED</b>
<i>Company Type:</i>	<b>Private limited by shares</b>
<i>Situation of Registered Office:</i>	<b>England and Wales</b>
<i>Proposed Register Office Address:</i>	<b>STRON HOUSE 100 PALL MALL LONDON ENGLAND SW1Y 5EA</b>

*I wish to adopt entirely bespoke articles*

*Company Secretary 1*

*Type:* **Corporate**  
*Name:* **STRON LEGAL SERVICES LTD.**

*Registered or  
Principal Office  
Address:* **STRON HOUSE 100 PALL MALL  
LONDON  
LONDON  
UNITED KINGDOM  
SW1Y 5EA**

*European Economic Area (EEA) Company*

*Register Location:* **UNITED KINGDOM**  
*Registration Number:* **05514684**

*Consented to Act:* **Y**      *Date authorised:* **15/08/2012**      *Authenticated:* **YES**

*Company Director* 1

*Type:* **Person**  
*Full forename(s):* ANN-MARIE ELSIUS

*Surname:* PEREANEN

*Former names:*

*Service Address:* KROKELYCKAN 64  
VASTRA FROLUNDA  
VASTRA GOTALAND  
NORWAY  
42670

*Country/State Usually Resident:* NORWAY

*Date of Birth:* 26/07/1974                      *Nationality:* SWEDISH

*Occupation:* COMPANY DIRECTOR

*Consented to Act:* Y                      *Date authorised:* 15/08/2012                      *Authenticated:* YES

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORD</b>	<i>Number allotted</i>	<b>100</b>
		<i>Aggregate nominal value</i>	<b>100</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0</b>
		<i>Amount unpaid per share</i>	<b>1</b>

### *Prescribed particulars*

**EACH SHARE SHALL ENTITLE THE HOLDER TO ONE VOTE AND RANK EQUALLY WITH OTHER SHARES IN TERMS OF DIVIDEND RIGHTS**

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>100</b>
		<i>Total aggregate nominal value</i>	<b>100</b>

# Initial Shareholdings

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*Name:* ANN-MARIE ELSIUS PEREANEN

*Address:* KROKELYCKAN 64  
VASTRA FROLUNDA  
VASTRA GOTALAND  
NORWAY  
42670

*Class of share:* ORD

*Number of shares:* 100

*Currency:* GBP

*Nominal value of  
each share:* 1

*Amount unpaid:* 1

*Amount paid:* 0

## Statement of Compliance

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

Name: ANN-MARIE ELSIUS  
Authenticated: PEREANEN  
YES

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## *Authorisation*

*Authoriser Designation:* **subscriber**

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**MEMORANDUM AND ARTICLES  
OF ASSOCIATION**

**AMI ELSIUS LIMITED**



**MEMORANDUM OF ASSOCIATION  
COMPANIES ACT 2006**

COMPANY HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION OF  
AMI ELSIUS LIMITED

The Company's name is **AMI ELSIUS LIMITED**

Each subscriber to this memorandum of association is desirous of being formed into a Company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

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**Name of Subscriber**

ANN-MARIE ELSIUS PEREANEN

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Dated: 14/08/2012

## **ARTICLES OF ASSOCIATION COMPANIES ACT 2006**

PRIVATE COMPANY HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION OF  
AMI ELSIUS LIMITED

### **Preliminary**

1. The regulations contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (such Schedule being hereinafter called "the Schedule") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

2. Regulations 11(2), 14, 17(b) 18(b), 18(c) and 24 of the Schedule shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of the Schedule, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### **Auditors**

3. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

### **Share Capital**

4. The Company is a private company limited by shares, within the meaning of the Act.

5. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

### **Share Certificates**

6. The Company shall be exempt from issuing a share certificate to each shareholder, whether subscribed to said shares on incorporation, subsequent issue and allotment of shares, or following a transfer or transmission of shares. Provided that any shareholder may specifically request the Company to issue a share certificate to the requesting shareholder, which shall be issued by the Company, free of charge, and within two months from the date of the request.

### **Appointment of Directors**

7. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 12 of the Act.

8. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

### **Proceedings of Directors**

9. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

10. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

### **Secretary**

11. The Company shall have a secretary and the first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 12 of the Act.

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**Name and Address of Subscriber**  
ANN-MARIE ELSIUS PEREANEN  
KROKELYCKAN 64  
VÄSTRA FRÖLUNDA  
VÄSTRA GÖTALAND  
42670  
NORWAY

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Dated: 14/08/2012

