

FILE COPY



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

Company Number **10600055**

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

PAYALLY 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 **3rd February 2017**



* N106000554 *



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: **02/02/2017**

X5ZES6UY

Company Name in full: **PAYALLY LIMITED**

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

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

Proposed Registered Office Address: **80-83 LONG LANE
LONDON
UNITED KINGDOM EC1A 9ET**

Sic Codes: **64999
62012**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR. DMITRIJUS**

Surname: **APOCKINAS**

Former Names:

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

Country/State Usually **LITHUANIA**

Resident:

Date of Birth: ****/09/1974**

Nationality: **LITHUANIAN**

Occupation: **BANKER**

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

Company Director 2

Type: **Person**
Full Forename(s): **MR. MAXIM**
Surname: **IVANCHENKO**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually **RUSSIA**
Resident:

Date of Birth: ****/05/1966** *Nationality:* **RUSSIAN**
Occupation: **IT DEVELOPER**

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

Company Director 3

Type: **Person**
Full Forename(s): **MR. RAFAL**
Surname: **ANDZEJEVSKI**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually **LITHUANIA**
Resident:

Date of Birth: ****/09/1988** *Nationality:* **LITHUANIAN**
Occupation: **ENTREPRENEUR**

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>	90000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	90000
<i>Prescribed particulars</i>			

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

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	90000
		<i>Total aggregate nominal value:</i>	90000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	DMITRIJUS APOCKINAS		
<i>Address</i>	22 BARTU STREET BUIVIDYSKES VILNIUS LITHUANIA LT14010	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	30000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
<i>Name:</i>	ANDZEJEVSKI HOLDING OU		
<i>Address</i>	5-19 TURU TN TARTU ESTONIA 51004	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	30000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
<i>Name:</i>	ADVAPAY OU		
<i>Address</i>	2 RISTIKENA TEE 2 MUUGA TEE 112 HARJU MAAKOND ESTONIA 74117	<i>Class of Shares:</i>	ORDINARY
		<i>Number of shares:</i>	30000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

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: **MR. DMITRIJUS APOCKINAS**

Country/State Usually Resident: **LITHUANIA**

Date of Birth: ****/09/1974** *Nationality:* **LITHUANIAN**

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.**

Relevant Legal Entity (RLE) details

Company Name: **ADVAPAY OU**

Service Address: **2 RISTIKHEINA TEE 2
MUUGA TEE 112
MAARDU LINN
HARJU MAAKOND
ESTONIA
74117**

Legal Form: **PRIVATE LIMITED LIABILITY COMPANY**

Governing Law: **COMMERCIAL CODE ESTONIA ACT 1995**

Register Location: **COMMERCIAL REGISTER OF ESTONIA**

Country/State: **ESTONIA**

Registration Number: **12992774**

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

Relevant Legal Entity (RLE) details

Company Name: **ANDZEJEVSKI HOLDING OU**

Service Address: **5-19 TURU TN.
TARTU
ESTONIA
51004**

Legal Form: **PRIVATE LIMITED LIABILITY COMPANY**

Governing Law: **COMMERCIAL CODE ESTONIA ACT 1995**

Register Location: **COMMERCIAL REGISTER OF ESTONIA**

Country/State: **ESTONIA**

Registration Number: **14015420**

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

Name: **DMITRIJUS APOCKINAS**

Authenticated **YES**

Name: **ANDZEJEVSKI HOLDING OU**

Authenticated **YES**

Name: **ADVAPAY OU**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of PAYALLY 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
Dmitrijus Apockinas	Authenticated Electronically
Andzejevski Holding OU	Authenticated Electronically
Advapay OU	Authenticated Electronically

Dated: 02/02/2017