

FILE COPY



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

Company Number **10607929**

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

VAUXHALL SQUARE (NOMINEE 2) 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 **8th February 2017**



* N10607929L *



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: **07/02/2017**

X5ZRQBHN

Company Name in full: **VAUXHALL SQUARE (NOMINEE 2) LIMITED**

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

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

Proposed Registered Office Address: **86 BONDWAY
LONDON
UNITED KINGDOM SW8 1SF**

Sic Codes: **68209**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MR DAVID**

Surname: **FULLER**

Former Names:

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

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

Company Director 1

Type: **Person**
Full Forename(s): **MR ERIK HENRY**
Surname: **KLOTZ**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/11/1944** *Nationality:* **SWEDISH**
Occupation: **DIRECTOR**

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

Company Director 2

Type: **Person**
Full Forename(s): **MR FREDRIK**
Surname: **WIDLUND**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1968** *Nationality:* **SWEDISH**
Occupation: **DIRECTOR**

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

Company Director 3

Type: **Person**
Full Forename(s): **MR JOHN**
Surname: **WHITELEY**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/11/1958** *Nationality:* **ENGLISH**
Occupation: **DIRECTOR**

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

Company Director 4

Type: **Person**
Full Forename(s): **MR ALAIN**
Surname: **MILLET**
Former Names:
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1968** *Nationality:* **FRENCH**
Occupation: **DIRECTOR**

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

Company Director 5

Type: **Person**

Full Forename(s): **MR SIMON**

Surname: **WIGZELL**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

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

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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<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>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **CLS HOLDINGS PLC**

Address **86 BONDWAY
LONDON
UNITED KINGDOM
SW8 1SF**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **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

Relevant Legal Entity (RLE) details

Company Name: **CLS HOLDINGS PLC**

Service Address: **86 BONDWAY
LONDON
UNITED KINGDOM
SW8 1SF**

Legal Form: **PUBLIC LIMITED COMPANY**

Governing Law: **UNITED KINGDOM**

Register Location: **COMPANIES HOUSE**

Country/State: **UNITED KINGDOM (ENGLAND)**

Registration Number: **2714781**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity 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 relevant legal entity 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.

Name: **CLS HOLDINGS PLC**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of VAUXHALL SQUARE (NOMINEE 2) 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
CLS HOLDINGS PLC	Authenticated Electronically

Dated: 07/02/2017