

FILE COPY



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

Company Number **10309496**

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

COMBINE OPCO 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 August 2016**



* N10309496J *



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: **01/08/2016**

X5CGQVXN

Company Name in full: **COMBINE OPCO LIMITED**

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

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

Proposed Registered Office Address: **192 ALTRINCHAM ROAD
MANCHESTER
ENGLAND M22 4RZ**

Sic Codes: **86101
86220**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **JOHN ROBERT**

Surname: **MEDCRAFT**

Former Names:

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

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/04/1956** *Nationality:* **BRITISH**

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>	1	<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: **COMBINE HOLDING
LIMITED**

Address **192 ALTRINCHAM ROAD
MANCHESTER
ENGLAND
M22 4RZ**

Class of Shares: **1**

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: **AURELIUS ETA UK INVESTMENTS LIMITED**

Service Address: **1 SAVILE ROW
LONDON
ENGLAND
W1S 3JR**

Legal Form: **COMPANIES ACT 2006**

Governing Law: **PRIVATE COMPANY LIMITED BY SHARES**

Register Location: **COMPANIES HOUSE, CARDIFF**

Country/State: **ENGLAND**

Registration Number: **09306872**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

Relevant Legal Entity (RLE) details

Company Name: **AURELIUS EQUITY OPPORTUNITIES SE & CO. KGAA**

Service Address: **6 LUDWIG-GANGHOFER-STRASSE
GRUENWALD
GERMANY
82031**

Legal Form: **GERMAN ACT ON STOCK CORPORATIONS**

Governing Law: **SE & CO. KGAA**

Register Location: **COMMERCIAL REGISTER OF THE LOCAL COURT OF MUNICH**

Country/State: **GERMANY**

Registration Number: **221100**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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

Name: **COMBINE HOLDING LIMITED**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of COMBINE OPCO 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
Combine Holding Limited	Authenticated Electronically

Dated: 01/08/2016