

FILE COPY



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

Company Number **11383020**

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

MERKUR MANAGEMENT SERVICES UK 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 **25th May 2018**



* N113830205 *



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: **24/05/2018**

X76N4ZBF

Company Name in full: **MERKUR MANAGEMENT SERVICES UK LIMITED**

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

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

Proposed Registered Office Address: **LIBERTY HOUSE 222 REGENT STREET
LONDON
UNITED KINGDOM W1B 5TR**

Sic Codes: **70100**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

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>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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: **GAUSELMANN AG**

Address **MERKUR-ALLEE 1-15
ESPELKAMP
GERMANY
32339**

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

Other Registrable Person with Significant Control details

Company Name: **GAUSELMANN AG**

Service Address: **MERKUR-ALLEE 1-15
ESPELKAMP
GERMANY
32339**

Legal Form: **CORPORATION SOLE**

Governing Law: **GERMANY**

<i>Nature of control</i>	The other registrable person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The other registrable person holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The other registrable person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **GAUSELMANN AG**
Authenticated **YES**

Authorisation

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

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Merkur Management Services UK 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 each.

Name of each subscriber

Authentication by each subscriber

Gauselmann AG

Dated: 24 May 2018