

FILE COPY



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

Company Number **11228788**

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

WDPRO 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 **27th February 2018**



* N112287880 *



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:***26/02/2018**

X70MEMC8

Company Name in full:

WDPRO LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**144A BROADWAY
DIDCOT
ENGLAND OX11 8RJ**

Sic Codes:

70229

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary ***1***

Type: **Person**

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

Surname: **MOORE**

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 STEPHEN**

Surname: **MOORE**

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

Country/State Usually Resident: **ENGLAND**

Date of Birth: **/05/1976 *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

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

Company Director 2

Type: **Corporate**

Name: **VAREN CONSULTING LIMITED**

Principal / Business Address: **2 STEVENSON CLOSE
EAST HANNEY
WANTAGE
ENGLAND OX12 0FF**

European Economic Area (EEA) Company

Register Location: **ENGLAND**

Registration Number: 10547110

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

Company Director 3

Type: **Corporate**
Name: **LAURENCE POSTGATE LIMITED**
Principal / Business **26-28 ELY PLACE**
Address: **LONDON**
 ENGLAND EC1N6TD

European Economic Area (EEA) Company

Register Location: **ENGLAND**
Registration Number: **3690100**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	A	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO SHARE EQUALLY IN DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION, INCLUDING A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY. THE TOTAL A CLASS SHARES REPRESENT A TOTAL OF 80% OF THE COMPANY VALUE.

<i>Class of Shares:</i>	B	<i>Number allotted</i>	1000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

SHARES ARE FOR THE PURPOSE OF FINANCIAL INCENTIVE AND DO NOT ENTITLE ANY VOTE OR SHARE IN DIVIDEND PAYMENTS. B CLASS SHARES REPRESENT A TOTAL OF 20% OF THE COMPANY VALUE IN THE CASE OF A DISTRIBUTION FROM SALE OR WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1100
		<i>Total aggregate nominal value:</i>	200
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **VAREN CONSULTING
LIMITED**

Address **2 STEVENSON CLOSE
EAST HANNEY
WANTAGE
ENGLAND
OX12 0FF**

Class of Shares: **A**

Number of shares: **50**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Class of Shares: **B**

Number of shares: **500**

Currency: **GBP**

*Nominal value of each
share:* **0.1**

Amount unpaid: **0**

Amount paid: **0.1**

Name: **LAURENCE POSTGATE
LIMITED**

Address **26-28 ELY PLACE
LONDON
ENGLAND
EC1N6TD**

Class of Shares: **A**

Number of shares: **50**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **1**

Class of Shares: **B**

Number of shares: **500**

Currency: **GBP**

*Nominal value of each
share:* **0.1**

Amount unpaid: **0**

Amount paid: **0.1**

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: **VAREN CONSULTING LIMITED**

Service Address: **2 STEVENSON CLOSE
EAST HANNEY
WANTAGE
ENGLAND
OX12 0FF**

Legal Form: **COMPANY LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register Location: **REGISTER OF COMPANIES**

Country/State: **ENGLAND**

Registration Number: **10547110**

<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.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, 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 has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, 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: **LAURENCE POSTGATE LIMITED**

Service Address: **26-28 ELY PLACE
LONDON
ENGLAND
EC1N6TD**

Legal Form: **COMPANY LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register Location: **REGISTER OF COMPANIES**

Country/State: **ENGLAND**

Registration Number: **3690100**

<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: **VAREN CONSULTING LIMITED**

Authenticated **YES**

Name: **LAURENCE POSTGATE LIMITED**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of WDPRO 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

Varen Consulting Limited
Laurence Postgate Limited
Date: 26/02/2018

Digitally Signed
Digitally Signed