

FILE COPY



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

Company Number **12150672**

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

**REVERSE IMAGE EDUCATION LTD**

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 **12th August 2019**



\* N12150672B \*



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **09/08/2019**

**X8BHPY0X**

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*Company Name in full:* **REVERSE IMAGE EDUCATION LTD**

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

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

*Proposed Registered Office Address:* **UNIT 111 CANALOT STUDIOS 222 KENSAL ROAD  
LONDON  
GREATER LONDON  
UNITED KINGDOM W10 5BN**

*Sic Codes:* **85590**

*I wish to entirely adopt the following model articles:* **Private (Ltd by Shares)**





## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY SHARES A</b>	<i>Number allotted</i>	<b>3</b>
		<i>Aggregate nominal value:</i>	<b>3</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.**

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>3</b>
		<i>Total aggregate nominal value:</i>	<b>3</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **REVERSE IMAGE HOLDING LTD**

*Address* **UNIT 23 CANALOT STUDIOS  
222 KENSAL ROAD  
LONDON  
UNITED KINGDOM  
W10 5BN**

*Class of Shares:* **ORDINARY SHARES A**

*Number of shares:* **2**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **2**

*Name:* **ADRIANO D ASTOLTO**

*Address* **FLAT 9 LAYLA HOUSE 2  
DUNN STREET  
LONDON  
GREATER LONDON  
UNITED KINGDOM  
E8 2DB**

*Class of Shares:* **ORDINARY SHARES A**

*Number of shares:* **1**

*Currency:* **GBP**

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

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Individual Person with Significant Control details***

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***Names:*** MR ADRIANO D ASTOLTO

***Country/State Usually Resident:*** UNITED KINGDOM

***Date of Birth:*** 18/03/1988 ***Nationality:*** ITALIAN

***Service Address:*** FLAT 9 LAYLA HOUSE 2 DUNN STREET  
LONDON  
GREATER LONDON  
UNITED KINGDOM  
E8 2DB

*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.*



<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.</b>
<i>Nature of control</i>	<b>The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.</b>
<i>Nature of control</i>	<b>The person 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.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person 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.</b>

## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** REVERSE IMAGE HOLDING LTD

***Service Address:*** UNIT 23 CANALOT STUDIOS 222 KENSAL ROAD  
LONDON  
UNITED KINGDOM  
W10 5BN

***Legal Form:*** LTD

***Governing Law:*** COMPANIES ACT 2006

***Register Location:*** UNIT 111 CANALOT STUDIOS, 222 KENSAL ROAD, LONDON W10  
5BN

***Country/State:*** UNITED KINGDOM

***Registration Number:*** 08431685

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 50 % but less than 75 % of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50 % but less than 75 % of the shares in the company.</b>
<i>Nature of control</i>	<b>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 50 % but less than 75 % of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 50 % but less than 75 % of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50 % but less than 75 % of the voting rights in the company.</b>
<i>Nature of control</i>	<b>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 50 % but less than 75 % of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.</b>
<i>Nature of control</i>	<b>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)</b>

**have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.**

## **Election to keep information on the public register**

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The subscribers have elected to keep Register of Directors information on the public register

The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

The subscribers have elected to keep Register of Members information on the public register

The subscribers have elected to keep Register of People with Significant Control information on the public register

No objection was received by the subscribers from any eligible person within the notice period before making the election.

## ***Statement of Compliance***

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

*memorandum delivered by an agent for the subscriber(s):*      **YES**

*Agent's Name:*                      **BACK OFFICE SUPPORT SOLUTIONS LIMITED**

*Agent's Address:*                      **UNIT 111 CANALOT STUDIOS 222 KENSAL ROAD  
LONDON  
GREATER LONDON  
UNITED KINGDOM  
W10 5BN**

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## ***Authorisation***

*Authoriser Designation:*   **agent**    *Authenticated*   **YES**

*Agent's Name:*                      **BACK OFFICE SUPPORT SOLUTIONS LIMITED**

*Agent's Address:*                      **UNIT 111 CANALOT STUDIOS 222 KENSAL ROAD  
LONDON  
GREATER LONDON  
UNITED KINGDOM  
W10 5BN**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of Reverse Image Education Ltd

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 to take at least one share.

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*Name of each subscriber*

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Reverse Image Holding Ltd

Adriano D Astolto

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Dated 06/08/2019