

FILE COPY



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

Company Number **12882568**

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

OCEAN INTERNATIONAL RE 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 **16th September 2020**



* N12882568R *



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: **15/09/2020**

X9DNMQWR

<i>Company Name in full:</i>	OCEAN INTERNATIONAL RE LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	THE ST BOTOLPH BUILDING, 138 HOUNDSDITCH LONDON UNITED KINGDOM EC3A 7AR
<i>Sic Codes:</i>	66220

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

Proposed Officers

Company Secretary 1

Type: Corporate
Name: CLYDE SECRETARIES LIMITED
Principal / Business Address: THE ST BOTOLPH BUILDING, 138 HOUNDSDITCH
LONDON
UNITED KINGDOM EC3A 7AR

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM
Registration Number: 02177318

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

Company Director 1

Type: **Person**
Full Forename(s): **MR CARLOS GUILLERMO**
Surname: **CHAMORRO**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **PANAMA**

Date of Birth: ****/06/1949** **Nationality:** **PANAMANIAN**
Occupation: **EXECUTIVE
DIRECTOR**

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

Company Director 2

Type: **Person**
Full Forename(s): **MR JEAN-FRANCOIS MARIE MORAEI AMELEE**
Surname: **DE CLERMONT-TONNERRE**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **MALTA**

Date of Birth: ****/09/1971** **Nationality:** **FRENCH**
Occupation: **ENTREPRENEUR /
ECONOMIST**

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

Company Director 3

Type: **Person**

Full Forename(s): **MS SAVITA**

Surname: **GORASIA**

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

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

Date of Birth: ****/12/1976** *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>	ORDINARY	<i>Number allotted</i>	1014500
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	101450
<i>Prescribed particulars</i>			

EACH ORDINARY SHARE: (A) CARRIES ONE VOTE; (B) RANKS PARI PASSU WITH ANY OTHER ORDINARY SHARES AS TO RIGHTS: (I) AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION; (II) AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP). THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1014500
		<i>Total aggregate nominal value:</i>	101450
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	CARLOS GUILLERMO CHAMORRO	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	THE ST BOTOLPH BUILDING, 138 HOUNSDITCH LONDON UNITED KINGDOM EC3A 7AR	<i>Number of shares:</i>	36750
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.1

<i>Name:</i>	JEAN-FRANCOIS MARIE MORAEI AMELEE DE CLERMONT-TONNERRE	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	THE ST BOTOLPH BUILDING, 138 HOUNSDITCH LONDON UNITED KINGDOM EC3A 7AR	<i>Number of shares:</i>	514500
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.1

<i>Name:</i>	JEAN L. DUCRUET HEPBURN	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	THE ST BOTOLPH BUILDING, 138 HOUNSDITCH LONDON UNITED KINGDOM EC3A 7AR	<i>Number of shares:</i>	42875
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.1

<i>Name:</i>	LOUIS R. DUCRUET HEPBURN	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	THE ST BOTOLPH BUILDING, 138 HOUNSDITCH LONDON UNITED KINGDOM EC3A 7AR	<i>Number of shares:</i>	104125
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.1

Name: **ROGER L. DUCRUET
HEPBURN**

Address **THE ST BOTOLPH
BUILDING, 138
HOUNSDITCH
LONDON
UNITED KINGDOM
EC3A 7AR**

Class of Shares: **ORDINARY**

Number of shares: **42875**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **0.1**

Name: **ORLANDO J. GUILLEN
CHACON**

Address **THE ST BOTOLPH
BUILDING, 138
HOUNSDITCH
LONDON
UNITED KINGDOM
EC3A 7AR**

Class of Shares: **ORDINARY**

Number of shares: **18375**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **0.1**

Name: **PATRICIO A. RUBINSTEIN**

Address **THE ST BOTOLPH
BUILDING, 138
HOUNSDITCH
LONDON
UNITED KINGDOM
EC3A 7AR**

Class of Shares: **ORDINARY**

Number of shares: **255000**

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

Individual Person with Significant Control details

Names: **MR JEAN-FRANCOIS MARIE MORAEI AMECEE DE CLERMONT-
TONNERRE**

***Country/State Usually
Resident:*** **MALTA**

Date of Birth: ****/09/1971** ***Nationality:*** **FRENCH**

Service address recorded as Company's registered office

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>	The person holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

OCEAN INTERNATIONAL RE 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

CARLOS GUILLERMO CHAMORRO

JEAN-FRANCOIS MARIE MORAEL AMEDEE DE CLERMONT-TONNERRE

JEAN L. DUCRUET HEPBURN

LOUIS R. DUCRUET HEPBURN

ROGER L. DUCRUET HEPBURN

ORLANDO J. GUILLEN CHACON

PATRICIO A. RUBINSTEIN

Dated: 15 September 2020