

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **592631**

The Registrar of Companies for Scotland, hereby certifies that

21ST CENTURY BRAIN 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 Scotland

Given at Companies House, Edinburgh, on **27th March 2018**



* NSC592631H *



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: **26/03/2018**

X72ILOM0

Company Name in full: **21ST CENTURY BRAIN LIMITED**

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

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **THE CA'D'ORO 45 GORDON STREET
GLASGOW
UNITED KINGDOM G1 3PE**

Sic Codes: **74909**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **LUCY-ROSE**

Surname: **WALKER**

Former Names:

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

*Country/State Usually
Resident:* **SCOTLAND**

Date of Birth: ****/07/1980** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **GAYLE**

Surname: **MANN**

Former Names:

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

Country/State Usually **SCOTLAND**

Resident:

Date of Birth: ****/03/1979** *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>	2
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	2
<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>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	2

Initial Shareholdings

Name: **LUCY-ROSE WALKER**

Address **THE CA'D'ORO 45 GORDON
STREET
GLASGOW
SCOTLAND
G1 3PE**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **GAYLE MANN**

Address **THE CA'D'ORO 45 GORDON
STREET
GLASGOW
SCOTLAND
G1 3PE**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

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: **LUCY-ROSE WALKER**

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/07/1980** *Nationality:* **BRITISH**

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.

Nature of control **The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.**

Nature of control **The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**

Individual Person with Significant Control details

Names: **GAYLE MANN**

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/03/1979** *Nationality:* **BRITISH**

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.

Nature of control **The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.**

Nature of control **The person 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.

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

Agent's Name: **HARPER MACLEOD LLP**

Agent's Address: **THE CA'D'ORO 45 GORDON STREET
GLASGOW
SCOTLAND
G1 3PE**

Authorisation

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

Agent's Name: **HARPER MACLEOD LLP**

Agent's Address: **THE CA'D'ORO 45 GORDON STREET
GLASGOW
SCOTLAND
G1 3PE**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of 21ST CENTURY BRAIN 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
Lucy-Rose Walker	Authenticated Electronically
Gayle Mann	Authenticated Electronically

Dated: 26/03/2018