

FILE COPY



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

Company Number **594675**

The Registrar of Companies for Scotland, hereby certifies that

BW RESEARCH 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 **18th April 2018**



* NSC594675R *



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: **17/04/2018**

X7418YUI

Company Name in full:

BW RESEARCH LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

Scotland

Proposed Registered Office Address:

**12 SOUTHVIEW ROAD
STRATHBLANE
GLASGOW
UNITED KINGDOM G63 9JQ**

Sic Codes:

**74909
72190
72200
71122**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Company Director 2

Type: **Person**

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

Surname: **LEGGATT**

Former Names:

Service Address: **27 QUEEN SQUARE
BRISTOL
UNITED KINGDOM BS1 4ND**

*Country/State Usually
Resident:* **GREAT BRITAIN**

Date of Birth: ****/10/1968** *Nationality:* **BRITISH**

Occupation: **CONSULTANT**

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

Company Director 3

Type: **Corporate**

Name: **BRIGHT HF**

*Principal / Business
Address:* **GLEBE COTTAGE MILNGAVIE ROAD
STRATHBLANE
GLASGOW
UNITED KINGDOM G63 9EH**

European Economic Area (EEA) Company

Register Location: **SCOTLAND**

Registration Number: **449974**

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

Company Director 4

Type: **Corporate**
Name: **TRIMETIS**
Principal / Business **27 QUEEN SQUARE**
Address: **BRISTOL**
 UNITED KINGDOM BS1 4ND

European Economic Area (EEA) Company

Register Location: **ENGLAND**
Registration Number: **9456391**

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>	ORDINARY	<i>Number allotted</i>	2000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	20
<i>Prescribed particulars</i>			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

<i>Class of Shares:</i>	A	<i>Number allotted</i>	1
	ORDINARY	<i>Aggregate nominal value:</i>	0.01
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE HAS RIGHTS TO DIVIDENDS AND DISTRIBUTIONS.

<i>Class of Shares:</i>	B	<i>Number allotted</i>	1
	ORDINARY	<i>Aggregate nominal value:</i>	0.01
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	2002
		<i>Total aggregate nominal value:</i>	20.02
		<i>Total aggregate unpaid:</i>	20.02

Initial Shareholdings

Name: **TRIMETIS LTD**

Address **THE GARDEN SUITE 23
WESTFIELD PARK
REDLAND
BRISTOL
BRISTOL
UNITED KINGDOM
BS6 6LT**

Class of Shares: **ORDINARY**

Number of shares: **1000**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **1000**

Amount paid: **0**

Name: **TRIMETIS LTD**

Address **THE GARDEN SUITE 23
WESTFIELD PARK
REDLAND
BRISTOL
BRISTOL
UNITED KINGDOM
BS6 6LT**

Class of Shares: **A ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **1**

Amount paid: **0**

Name: **BRIGHT HF LTD.**

Address **GLEBE COTTAGE
MILNGAVIE ROAD
STRATHBLANE
GLASGOW
UNITED KINGDOM
G63 9EH**

Class of Shares: **ORDINARY**

Number of shares: **1000**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **1000**

Amount paid: **0**

Name: **BRIGHT HF LTD.**

Address **GLEBE COTTAGE
MILNGAVIE ROAD
STRATHBLANE
GLASGOW
UNITED KINGDOM
G63 9EH**

Class of Shares: **B ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **0.01**

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

Relevant Legal Entity (RLE) details

Company Name: **TRIMETIS LTD**

Service Address: **PO Box BS66LT
THE GARDEN SUITE 23 WESTFIELD PARK
REDLAND
BRISTOL
BRISTOL
UNITED KINGDOM
BS66LT**

Legal Form: **LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

<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.

Relevant Legal Entity (RLE) details

Company Name: **BRIGHT HF LTD.**

Service Address: **GLEBE COTTAGE MILNGAVIE ROAD
STRATHBLANE
GLASGOW
UNITED KINGDOM
G63 9EH**

Legal Form: **LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

<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: **TRIMETIS LTD**

Authenticated **YES**

Name: **TRIMETIS LTD**

Authenticated **YES**

Name: **BRIGHT HF LTD.**

Authenticated **YES**

Name: **BRIGHT HF LTD.**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BW RESEARCH 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
TRIMETIS Ltd	Authenticated Electronically
TRIMETIS Ltd	Authenticated Electronically
BRIGHT HF Ltd.	Authenticated Electronically
BRIGHT HF Ltd.	Authenticated Electronically

Dated: 17/04/2018