

FILE COPY



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

Company Number **10867753**

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

KOAN RECORDS 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 **17th July 2017**



* N10867753O *



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: **14/07/2017**

X6AOS1IY

Company Name in full:

KOAN RECORDS LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**14 CLAREMONT ROAD 14 CLAREMONT ROAD
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM CV31 3EH**

Sic Codes:

59200

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director ***1***

Type: **Person**

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

Surname: **BRIZIO FALLETTI DI CASTELLAZZO**

Former Names:

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

Country/State Usually **ITALY**

Resident:

Date of Birth: ****/03/1997** *Nationality:* **ITALIAN**

Occupation: **STUDENT**

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

Company Director 2

Type: **Person**

Full Forename(s): **MS ELOISE THANH HUONG**

Surname: **DESCLEVES**

Former Names:

Service Address: **90 LEICESTER STREET 90 LEICESTER STREET
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM CV32 4TB**

*Country/State Usually
Resident:* **FRANCE**

Date of Birth: ****/02/1999** *Nationality:* **FRENCH**

Occupation: **STUDENT**

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

Company Director 3

Type: **Person**

Full Forename(s): **MR PIERRE-EMMANUEL JEAN-MAURICE BIENVENU**

Surname: **TANGUY**

Former Names:

Service Address: **33 CLARENDON SQUARE 33 CLARENDON SQUARE
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM CV32 5QY**

Country/State Usually Resident: **FRANCE**

Date of Birth: ****/09/1998** *Nationality:* **FRENCH**

Occupation: **STUDENT**

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>	150
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	150
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	150
		<i>Total aggregate nominal value:</i>	150
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ALESSANDRO
BRIZIO FALLETTI DI
CASTELLAZZO** *Class of Shares:* **ORDINARY**

Address **14 CLAREMONT ROAD 14
CLAREMONT ROAD
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM
CV31 3EH** *Number of shares:* **50**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **0**
Amount paid: **50**

Name: **ELOISE DESCLEVES**

Address **90 LEICESTER STREET 90
LEICESTER STREET
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM
CV32 4TB** *Class of Shares:* **ORDINARY**
Number of shares: **50**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **0**
Amount paid: **50**

Name: **PIERRE-EMMANUEL
TANGUY**

Address **33 CLARENDON SQUARE 33
CLARENDON SQUARE
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM
CV32 5QY** *Class of Shares:* **ORDINARY**
Number of shares: **50**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **0**
Amount paid: **50**

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 PIERRE-EMMANUEL JEAN-MAURICE BIENVENU TANGUY**

Country/State Usually Resident: **FRANCE**

Date of Birth: ****/09/1998** *Nationality:* **FRENCH**

Service Address: **33 CLARENDON SQUARE 33 CLARENDON SQUARE
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM
CV32 5QY**

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 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person 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 person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR ALESSANDRO BRIZIO FALLETTI DI CASTELLAZZO**

Country/State Usually Resident: **ITALY**

Date of Birth: ****/03/1997** *Nationality:* **ITALIAN**

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 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person 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 person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MS ELOISE THANH HUONG DESCLEVES**

*Country/State Usually
Resident:* **FRANCE**

Date of Birth: ****/02/1999** *Nationality:* **FRENCH**

Service Address: **90 LEICESTER STREET 90 LEICESTER STREET
LEAMINGTON SPA
WARWICKSHIRE
UNITED KINGDOM
CV32 4TB**

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<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **ALESSANDRO BRIZIO FALLETTI DI CASTELLAZZO**

Authenticated **YES**

Name: **ELOISE DESCLEVES**

Authenticated **YES**

Name: **PIERRE-EMMANUEL TANGUY**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of KOAN RECORDS 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 and to take at least one share.

Name of each subscriber	Authentication
Alessandro Brizio Falletti di Castellazzo	Authenticated Electronically
Eloise Descleves	Authenticated Electronically
Pierre-Emmanuel Tanguy	Authenticated Electronically

Dated: 13/07/2017