

# 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**



\* N108677530 \*



**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  
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*

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*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.*

*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.*

*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* **FRANCE**

*Resident:*

*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)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>150</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>150</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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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>150</b>
		<i>Total aggregate nominal value:</i>	<b>150</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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<i>Name:</i>	<b>ALESSANDRO BRIZIO FALLETTI DI CASTELLAZZO</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
<i>Address</i>	<b>14 CLAREMONT ROAD 14 CLAREMONT ROAD LEAMINGTON SPA WARWICKSHIRE UNITED KINGDOM CV31 3EH</b>	<i>Number of shares:</i>	<b>50</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>50</b>
<i>Name:</i>	<b>ELOISE DESCLEVES</b>		
<i>Address</i>	<b>90 LEICESTER STREET 90 LEICESTER STREET LEAMINGTON SPA WARWICKSHIRE UNITED KINGDOM CV32 4TB</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>50</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>50</b>
<i>Name:</i>	<b>PIERRE-EMMANUEL TANGUY</b>		
<i>Address</i>	<b>33 CLARENCE SQUARE 33 CLARENCE SQUARE LEAMINGTON SPA WARWICKSHIRE UNITED KINGDOM CV32 5QY</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>50</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>50</b>

## ***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 PIERRE-EMMANUEL JEAN-MAURICE BIENVENU TANGUY**

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

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

*Service Address:* **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.*

*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.**

*Nature of control*

**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***

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

*Country/State Usually* **ITALY**

*Resident:*

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

*Service address recorded as Company's registered office*

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

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*Names:* **MS ELOISE THANH HUONG DESCLEVES**

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

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

*Service Address:* **90 LEICESTER STREET  
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*Nature of control*

**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***

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*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**

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## ***Authorisation***

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

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# **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.

<b>Name of each subscriber</b>	<b>Authentication</b>
Alessandro Brizio Falletti di Castellazzo	Authenticated Electronically
Eloise Desclives	Authenticated Electronically
Pierre-Emmanuel Tanguy	Authenticated Electronically

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Dated: 13/07/2017