

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **08498389**

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

TERRA INVESTMENT MANAGEMENT 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 **22nd April 2013**



* **08498389** *



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: **22nd April 2013**

X6IF32IX

Company Name in full:

TERRA INVESTMENT MANAGEMENT LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**349 Bury Old Road, Prestwich,
Manchester, M25 1PY, UNITED
KINGDOM**

Sic Codes:

08498389

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR ANTHONY EDWARD**

Surname: **KEELING**

Service Address: **4 PENNER ROAD
HAVANT
UNITED KINGDOM PO9 1QH**

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

Date of Birth: ****/09/1972** *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): **MR STEPHEN ALEXANDER**

Surname: **FORBES**

Service Address: **INVERALMOND HOUSE 200 DUNKELD ROAD
PERTH
UNITED KINGDOM PH1 3AQ**

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

Date of Birth: ****/04/1970** *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>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **SSE PLC**

Address **INVERALMOND HOUSE 200
DUNKELD ROAD
PERTH
PERTHSHIRE
UNITED KINGDOM
PH1 3AQ**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **0**

Amount paid: **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

Relevant Legal Entity (RLE) details

Company Name: **SSE PLC**

Service Address: **INVERALMOND HOUSE 200 DUNKELD ROAD
PERTH
PERTHSHIRE
UNITED KINGDOM
PH1 3AQ**

Legal Form: **PUBLIC LIMITED COMPANY**

Governing Law: **SCOTTISH**

Register Location: **UNITED KINGDOM**

Country/State: **UNITED KINGDOM**

Registration Number: **SC117119**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity 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: **SSE PLC**
Authenticated **YES**

Authorisation

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