

FILE COPY



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

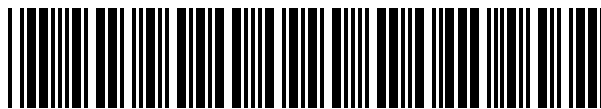
Company Number **14695023**

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

UBS GROUP AG 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 **28th February 2023**



N14695023H



Companies House



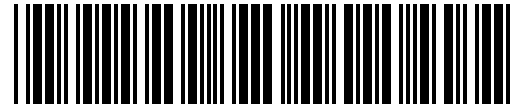
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **27/02/2023**

XBY7UHEI

Company Name in full:

UBS GROUP AG LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**7 BELL YARD
LONDON
ENGLAND WC2A 2JR**

Sic Codes:

**46410
47510
47820
82990**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary ***1***

Type: **Person**

Full Forename(s): **MISS LUCAS**

Surname: **SARAH**

Service Address: **7 BELL YARD**
 LONDON
 ENGLAND WC2A 2JR

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

Company Director 1

Type:	Person
Full Forename(s):	MR BARBARAT
Surname:	GIUSEPPEE
Service Address:	7 BELL YARD LONDON ENGLAND WC2A 2JR
Country/State Usually Resident:	FRANCE

Date of Birth: ****/11/1944** *Nationality:* **ITALIAN**
Occupation: **CEO**

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>	100000
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	100000000
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO SHARE EQUALLY IN DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION, INCLUDING A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency:</i>	EUR	<i>Total number of shares:</i>	100000
		<i>Total aggregate nominal value:</i>	100000000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BARBARAT GIUSEPPEE**

Address **7 BELL YARD
LONDON
ENGLAND
WC2A 2JR**

Class of Shares: **ORDINARY**

Number of shares: **100000**

Currency: **EUR**

Nominal value of each share: **1000**

Amount unpaid: **0**

Amount paid: **1000**

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 BARBARAT GIUSEPPEE**

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

Date of Birth: ****/11/1944** *Nationality:* **ITALIAN**

Service Address: **7 BELL YARD
LONDON
ENGLAND
WC2A 2JR**

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, 75% or more of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more 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.

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: **REGISTERED OFFICE UK LTD**

Agent's Address: **85 GREAT PORTLAND STREET
FIRST FLOOR
LONDON
ENGLAND
W1W 7LT**

Authorisation

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

Agent's Name: **REGISTERED OFFICE UK LTD**

Agent's Address: **85 GREAT PORTLAND STREET
FIRST FLOOR
LONDON
ENGLAND
W1W 7LT**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of UBS GROUP AG 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
BARBARAT GIUSEPPEE	Authenticated Electronically

Dated: 27/02/2023