

Form A1 - New Company Incorporation

Companies Act 2014. Application to incorporate a company Section: 22(2)/24

Submission Reference Number

SR2397560

Company Details	
Company Name	ZENTORIA LIMITED
Registered Address	2nd Floor, Palmerston House, Denzille Lane, Dublin 2, Ireland, D02 WD37
Submission Date	22/03/2024
Company Type	LTD - Private Company Limited by Shares
Company Email Address	company_secretarial@caficointernational.com
Section 137 Bond	No

Place(s) in the State where the company proposes to carry out the activity

2nd Floor Palmerston House, Denzille Lane, Dublin 2.

Central Administration Office

2nd Floor Palmerston House, Denzille Lane, Dublin 2.

Appoint Director/Secretary Details

Appointing Officer : 1

Relationship Type	Director
First Name	Alina
Last Name	Vavilova
Occupation	Director
Nationality	Latvia
Date of Birth	30/11/1990
Address	Laudonas str 1-2 Riga Latvia

The Director is an EEA Resident

T1	No
----	----

Appointing Officer : 2

Relationship Type	Secretary
Entity Type	Irish Registered Company
Company Number	516971
Company Name	CAFICO SECRETARIES LIMITED

Address	PALMERSTON HOUSE DENZILLE LANE DUBLIN 2 DUBLIN Ireland D02WD37
---------	-------------------------------------------------------------------

Individual who is signing on behalf of the firm

Name	Ronan Donohoe
------	---------------

Authorised Capital Totals

Currency	Total
Euro(EUR)	2000

Authorised Capital Breakdown

Currency	Class	Num of Shares	Value Per Share	Total
Euro(EUR)	Ordinary	2,000	1	2000

Issued Capital Totals

Currency	Total
Euro(EUR)	1000

Issued Capital Breakdown

Currency	Class	Num of Shares	Value Per Share	Total
Euro(EUR)	Ordinary	1,000	1	1000

Subscribers to Memorandum

Subscriber : 1	Subscriber
Subscriber Type	Body Corporate Registered Abroad
Name	Natalia Panayiotou
Company Name	ONEPALM LTD
Registered In	Cyprus

Verification Details

Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Alina Vavilova
Signature Method	Signature Page Upload
Signature Type	Secretary
Company Name	CAFICO SECRETARIES LIMITED

Individual Details Signing on Behalf of a Company

Name	Alina Vavilova
-------------	----------------

Individual Details Signing on Behalf of a Company

Name	CAFICO SECRETARIES LIMITED
-------------	----------------------------

Presenter Details

Presenter Name	company_secretarial@caficointernational.com (CAFICO SECRETARIES LIMITED)
Presenter Address	Palmerston House, Denzille Lane , Dublin 2, Ireland, D02 WD37
Presenter Email	company_secretarial@caficointernational.com
Fé Phráinn Number	661

Presenter:
CAFICO SECRETARIES LIMITED
Palmerston House
Denzille Lane
Dublin 2
Ireland
D02 WD37

Submission Reference Number: SR2397560

Fé Phráinn Number: 661

Company Name: ZENTORIA LIMITED

A1 - Declaration of compliance and section 24 declaration

The declaration is an unsworn declaration of compliance with all the legal requirements relating to the incorporation. It is a criminal offence (category 2 offence) pursuant to section 876 of the Companies Act 2014 for a person to knowingly or recklessly deliver a document to the CRO which is false in a material particular.

I

Alina Vavilova

of

Laudonas str 1-2, Riga, Latvia.

do solemnly declare that I am a **Director** and that all the requirements of the Companies Acts in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form A1 has been completed in accordance with the Notes on Completion of Form A1.

I further declare that the purpose, or one of the purposes, for which the company is being formed is the carrying on by it of an activity in the State and it appears to me that the activity can be classified in accordance with the relevant classification system as follows:

NACE Code 9200: Gambling and betting activities

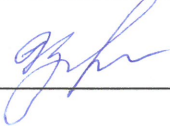
and that the general nature of the activity is :

I further declare that the place or places in the State where it is proposed to carry on the activity is/are **2nd Floor Palmerston House, Denzille Lane, Dublin 2.**

and that the place where the central administration of the company will normally be carried on will be **2nd Floor Palmerston House, Denzille Lane, Dublin 2.**

I further declare that this form has been fully and accurately completed.

Signature of declarant name as at top of page



this 4th day of April 20 24.

47231C5F61020726C00C1BE98445B233

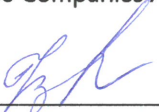
Presenter:

Palmerston House
Denzille Lane
Dublin 2
Ireland
D02 WD37

Consent Page - These documents will be sent back if they are not signed and dated

I hereby consent to act:

As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.



Date 4.04.2024

Signature of Alina Vavilova

I hereby consent to act:

As **Secretary** of the aforementioned company and I acknowledge that as Secretary I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.



Date 04/04/2024

Signature of Ronan Donohoe on behalf of CAFICO SECRETARIES LIMITED

Presenter:

Palmerston House
Denzille Lane
Dublin 2
Ireland
D02 WD37

Subscribers to Memorandum



Subscriber

Signature of Natalia Panayiotou on behalf of ONEPALM LTD

COMPANIES ACT 2014
Private Company Limited by Shares
CONSTITUTION
OF
ZENTORIA LIMITED

1. The name of the Company is Zentoria Limited.
2. The Company is a private company limited by shares registered under Part 2 of the Companies Act, 2014 (the "Act").
3. The liability of the members is limited.
4. The authorised share capital of the Company is €2,000 divided into 2000 Ordinary shares of €1.00 each.
5. The "optional provisions" (as that term is defined by s. 54(1) of the Act) shall apply to the constitution of the Company save to the extent that they are dis-applied, modified or supplemented by this constitution.

SHARES

6. The following provisions apply to the allotment of shares (and 'allotment of shares' shall include issue of shares):
 - 6.1. For the purposes of s. 69(1) of the Act, the allotment of shares (including redeemable shares) is authorised generally;
 - 6.2. For the purposes of s. 69(12)(a)(i) of the Act, s. 69(6) shall not apply, generally, to any allotment of shares in the Company.
7. The Company:
 - 7.1. may give financial assistance for the purpose of an acquisition of any shares in the Company or, where the Company is a subsidiary, in its holding company; and
 - 7.2. is authorised, for the purposes of section 105(4)(a) of the Act, to acquire its own shares.

DIRECTORS

8. The directors of the Company (and for the purposes of section 69(4)(a) of the Act, any committee of the directors so authorised by the directors and any person so authorised by the Directors or such committee) may without prejudice to section 158(1) of the Act:

- 8.1. allot, issue, grant options over and otherwise dispose of shares in the Company;
- 8.2. exercise the Company's powers under Regulation 7,


on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.
9. A director appointed to fill a casual vacancy or as an addition to the existing directors shall not be required to retire from office at the annual general meeting next following his appointment and s. 144(3)(c) shall not apply.
10. Any alternate director appointed shall be an officer of the Company and shall not by virtue of that appointment be an agent of the director appointing him. If a director should die or cease to hold the office of director, the appointment of his or her alternate shall cease and determine. An alternate is entitled to exercise all the powers, rights, duties and authorities of his or her appointer as a director (other than the right to appoint an alternate). The alternate is entitled to notice of all meetings of committees of directors of which his or her appointer is a member. An alternate acting for more than one director, or that simultaneously holds office as director, shall only count as one for the purpose of determining if a quorum is present.
11. For the purpose of s. 161(1) of the Act, the signature of an alternate director shall suffice in place of the signature of the director appointing him or her.
12. When forming a committee of the directors, the directors may authorise, or may authorise such committee to authorise, any person who is not a director to attend all or any meetings of any such committee on such terms as the directors (or as the case may be such committee) shall think fit, but any person so authorised shall not be entitled to vote at such meetings.
13. For the purposes of s. 228(1)(d) of the Act, the reasonable personal use by a director of any property of the Company and made available for use by the director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.
14. S. 148(2), relating to the vacation of office by a director, shall apply as if subsection (e) thereof were deleted.

INDEMNITY

15. Every officer of the Company:
 - 15.1. shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under ss. 233 or 234 of the Act in which relief is granted to him or her by the court.
 - 15.2. shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the

execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This regulation 15.2 shall have effect only in so far as its provisions are not void under s. 235 of the Act.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and description of subscribers	Number of shares taken by each subscriber
 Natalia Panayiotou For and on behalf of ONEPALM LTD Anagnostara, 3, Christoforou, Flat/Office 11, 3076, Limassol, Cyprus.	One Thousand (1,000) Ordinary Shares only
Total shares taken	1,000

Dated this 4th day of April 2024

Witness to the above signatures:

Signature:



Name:

Eleni Goloubers

Address:

Ida Lion 15, Limassol
Cyprus