File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 8324083

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

FUTURELEARN 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 10th December 2012

N08324083F

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006

Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **09/12/2012**

X1NEVQM1

Company Name in full:	FUTURELEARN LIMITED
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**LEAGAS DELANEY LIMITED 1 ALFRED PLACE LONDON ENGLAND WC1E 7EB**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director 1

Type: **Person**

Full forename(s): **MR STEPHEN JOHN**

Surname: **CRAMER**

Former names:

Service Address: **LEAGAS DELANEY LIMITED 1 ALFRED PLACE**
LONDON
ENGLAND
WC1E 7EB

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

Date of Birth: **31/12/1965** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Consented to Act: **Y** *Date authorised:* **10/12/2012** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	**ORD**	*Number allotted*	**1**
		Aggregate nominal value	**1**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

ONE SHARE EQUALS ONE VOTE, EACH HAVING RIGHTS TO DIVIDENDS. SO LONG AS THERE ARE NO RIGHTS ATTACHED TO SHARES ON WINDING-UP ETC OR REDEMPTION RIGHTS.

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**1**
		Total aggregate nominal value	**1**

Name: **LEAGAS DELANEY LIMITED**

Address: **LEAGAS DELANEY LIMITED 1**
ALFRED PLACE
LONDON
ENGLAND
WC1E 7EB

Class of share:	**ORD**
Number of shares:	**1**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

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: **COMPANIES MADE SIMPLE LTD**

Agent's Address:
145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY

Authorisation

Authoriser Designation: **agent** *Authenticated:* **Yes**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address:
145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY

Companies Act 2006

SCHEDULE 1
COMPANY HAVING A SHARE CAPITAL
Memorandum of Association of
FUTURELEARN LIMITED

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 each.

Subscriber:

Leagas Delaney Limited
Authorising Person: Stephen Cramer

Authentication: Authenticated Electronically

Dated: 9 Dec 2012