

30/6/13 000334/20
OS IN01

Registration of an overseas company opening a
UK establishment



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
UK establishment

☒ What this form is NOT for
You cannot use this form to
the details of an existing cor
officer or establishment

THURSDAY



A1C1CTDE

A44

05/07/2012

#7

COMPANIES HOUSE

A29

26/06/2012

#365

COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

GFT1 (GUERNSEY) LIMITED

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ②

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions ③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment ❶ → No Go to Section B2 → Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts
B2	Credit or financial institution Is the company a credit or financial institution? ❷ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	❷ Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below Legal form ❸ PRIVATE COMPANY LIMITED BY SHARES Country of incorporation * GUERNSEY Identity of register in which it is registered ❹ GUERNSEY REGISTRY Registration number in that register 55124 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable ❹ This will be the registry where the company is registered in its parent country
B4	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Complete Sections B5 and B6 → No Go to Section B6	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated Governing law ❺ GUERNSEY Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to Part 3	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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		Please give the period for which the company is required to prepare accounts by parent law				
From	d	d	m	m		
To	d	d	m	m		
		Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period				
Months						

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3**Constitution**

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input type="checkbox"/> I enclose a certified translation, if applicable ❷	❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator ❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'.	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ❶ Building name/number MARTELL COURT Street ADMIRAL PARK Post town ST PETER PORT County/Region Postcode GY1 3HB Country GUERNSEY Please give the objects of the company and the amount of issued share capital Objects of the company ❷ ASSET, PROPERTY, INVESTMENT, INTELLECTUAL PROPERTY & OTHER HOLDING COMPANIES Amount of issued share capital ❸ 2 SHARES x GBP 1.00 EACH	❶ This address will appear on the public record ❷ Please give a brief description of the company's business ❸ Please specify the amount of shares issued and the value

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**D1****Secretary details^①**

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②**① Corporate details**

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2**Secretary's service address^①**

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3**Secretary's authority**

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority

- ☐ Limited ^②
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1 Corporate secretary details^①

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5. Please use a continuation page if necessary

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

E3 EEA companies^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ^③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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E5 Corporate secretary's authority	
	<p>Please enter the extent of your authority as corporate secretary Please tick one box</p>
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>
Description of limited authority, if applicable	
	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Director

F1 Director details	
Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	DANIEL
Surname	JAFFE
Former name(s)	
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Date of birth	19 08 1975
Business occupation (if any)	DIRECTOR

Corporate details
Please use Sections G1-G5 to enter corporate director details.

Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

Country/State of residence
This is in respect of your usual residential address as stated in Section F3.

Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address	
Building name/number	11 OLD JEWRY
Street	7 TH FLOOR
Post town	LONDON
County/Region	
Postcode	EC2R 8DU
Country	UNITED KINGDOM

Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶		
	<input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone		
	<input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		① Corporate details Please use Sections G1-G5 to enter corporate director details ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	BERNARDUS		
Surname	VAN DE LAAR		
Former name(s) ^②			
Country/State of residence ^③	UNITED KINGDOM		
Nationality	DUTCH		
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>6</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>8</div> <div>y</div> <div>4</div> </div>		
Business occupation (if any) ^④	DIRECTOR		

F2	Director's service address ^①		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Building name/number	11 OLD JEWRY		
Street	7TH FLOOR		
Post town	LONDON		
County/Region			
Postcode	EC2R 8DU		
Country	UK		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority	
Extent of authority	<p>Please enter the extent of your authority as director Please tick one box</p> <p><input type="checkbox"/> Limited ❶</p> <p><input checked="" type="checkbox"/> Unlimited</p>
Description of limited authority, if applicable	
	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input checked="" type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate director

G1	Corporate director details ①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/firm is registered ③		③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⑤		
If applicable, the registration number		

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G5**Corporate director's authority**

	Please enter the extent of your authority as corporate director Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Part 5

UK establishment details

H1

Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**
- **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment
registration number

B R

H2

Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**
- **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment
registration number

B R

Sections **H3** and **H4** must be completed in all cases

H3

Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ①

- ☒ In respect of this establishment Please go to **Section H4**
- ☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

① Please tick the appropriate box

UK establishment
registration number

B R

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H4**Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment
Name of establishment	GFT 1 (GUERNSEY) LIMITED
Building name/number	11 OLD JEWRY
Street	7 TH FLOOR
Post town	LONDON
County/Region	
Postcode	EC2R 8DU
Country	UNITED KINGDOM
	Please give the date the establishment was opened and the business of the establishment
Date establishment opened	21 06 2012
Business carried on at the UK establishment	AS PER PART 3, C4: ASSET PROPERTY, INVESTMENT, INTELLECTUAL PROPERTY, OTHER HOLDING COMPANIES

① Address

This is the address that will appear on the public record

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Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

DANIEL

Surname

JAFFE

J2**Permanent representative's service address ¹**

Building name/number

11 OLD JEWRY

Street

7TH FLOOR

Post town

LONDON

County/Region

Postcode

EC2R 8DU

Country

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☐ Limited ²☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 7**Person authorised to accept service**

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below→ **No** Tick the box below then go to **Part 8** 'Signature'☐ If there is no such person, please tick this box**K1****Details of person authorised to accept service of documents in the UK**Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2****Continuation pages**

Please use a continuation page if you need to enter more details.

Full forename(s)

DANIEL

Surname

JAFFE

K2**Service address of person authorised to accept service ①**

Building name/number

11 OLD JEWRY

Street

7TH FLOOR

Post town

LONDON

County/Region

Postcode

EC2R 8DU

Country

UNITED KINGDOM

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

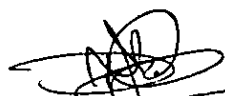
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by

~~Director, Secretary,~~ Permanent representative

DANIEL JAFFE

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	DANIEL JAFFE
Company name	INTERTRUST (UK) LIMITED
Address	11 OLD JEWRY 7TH FLOOR
Post town	LONDON
County/Region	
Postcode	EC2R 8DU
Country	UK
DX	
Telephone	0207 776 9700



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information


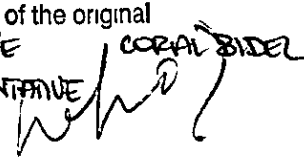
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES (GUERNSEY) LAW, 2008, as amended

COMPANY LIMITED BY SHARES

MEMORANDUM


Certified as a true copy of the original
DANIEL JAFFE CORAL BIDEA
PERMANENT REPRESENTATIVE 

and

ARTICLES OF INCORPORATION 

of

GFT 1 (GUERNSEY) LIMITED

Registered this 17th day of May 2012

Intertrust International Management Limited

PO Box 119
Martello Court
Admiral Park
St Peter Port
Guernsey
Channel Islands
GY1 3HB

Tel + 44 (0) 1481 211 000 Fax + 44 (0) 1481 211 001

www.intertrustgroup.com

MEMORANDUM OF INCORPORATION

OF

GFT 1 (GUERNSEY) LIMITED

1 The company's name is

GFT 1 (GUERNSEY) LIMITED

2 The company's registered office is situated in Guernsey

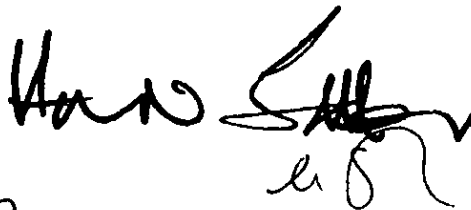
3 The company is a non-cellular company within the meaning of section 2(1)(c) of the Companies (Guernsey) Law 2008 ("the Companies Law")

4 The liability of each member of the company is limited to the amount, if any, unpaid on the shares held by him

We the subscribers to this memorandum of incorporation wish to form a company pursuant to this memorandum, and we agree to take the number of shares specified opposite our respective names

Name and Address of founder member	Number of shares taken by each founder	Aggregate value of those shares	Amount paid up on those shares	Amount unpaid on those shares
Cosign Nominees Limited of Martello Court Admiral Park St Peter Port GUERNSEY	1	1.00000000	1.00000000	0.00000000
Spread Nominees Limited of Martello Court Admiral Park St Peter Port GUERNSEY	1	1.00000000	1.00000000	0.00000000
total Shares taken	2			

(signature of subscribers)



(date)

17/05/12

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1 Interpretation

1.1 In these articles –

“articles ” means these articles of incorporation as altered from time to time.

“Board” means the Board of directors of the company, or the Board of directors present at a meeting of the Board at which a quorum is present, or present at a meeting of a committee of the Board of directors.

“circulating resolution ” has the meaning set out in article 21.5.

“clear days” in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“date of forfeiture ” has the meaning set out in article 8.3.

“Extraordinary General Meeting” has the meaning set out in article 23.1.

“member ” means the registered holder of a share in the company as recorded in the register.

“person ” includes an individual and a body corporate.

“register” means the register of members kept by the company as required by section 123 of the Law.

“the Law” means the Companies (Guernsey) Law, 2008.

“the company ” means the company formed under the memorandum of incorporation with the name **GFT 1 (GUERNSEY) LIMITED**

“the memorandum ” means the memorandum of incorporation of the company.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Law.

1.2 In these articles:

- (a) words in the singular include words in the plural and vice versa, and**
- (b) words imparting a gender include every other gender.**

1 3 These articles must be read in conjunction with and subject to the provisions of the Law.

1 4 Headings and subheadings are included only for convenience and do not affect the meaning of these articles

1.5 References to enactments are to such enactments as from time to time modified, re-enacted or consolidated and shall include any enactments made in substitution for an enactment which is repealed and any Ordinances or Regulations made under those enactments

2 Power of the Board to issue shares

2.1 Subject to the provisions of the Law, on such terms and conditions as it sees fit, the Board may:

- (a) exercise the power of the company to issue shares or grant rights to subscribe for, or convert any security into shares, in accordance with section 292 of the Law,
- (b) issue shares of different types within the meaning of section 277 of the Law or shares of different classes, and the creation or issuance of any such shares or any additional shares ranking equally with an existing type of class of share is deemed not to vary the rights of any existing member,
- (c) subject to sections 342 and 348 of the Law, convert all or any classes of its shares into redeemable shares,
- (d) issue shares which have a nominal or par value,
- (e) issue shares of no par value,
- (f) issue any number of shares they see fit,
- (g) issue fractions of a share within the meaning of section 280 of the Law,
- (h) make arrangements on the issue of shares to distinguish between shareholders as to the amounts and times of payments of calls on their shares,
- (i) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others, and
- (j) pay commissions in such manner and in such amounts as the Board may determine.

2.2 Where the company has issued only a single class of shares the Board may issue shares in accordance with section 293 of the Law

2.3 Where the Board has resolved to issue different classes of shares, the Board has the authority to issue an unlimited number of shares subject to the following:

- (a) the authority of the Board to issue shares under this article 2.3 shall expire on the 5th anniversary of the incorporation of the company unless the members, by ordinary resolution, revoke that authority,
- (b) at or before the expiry of the 5th anniversary of incorporation, the members may, by ordinary resolution, extend the power of the Board to issue shares under this article 2.3 for further periods. Each period of extension may be for no more than 5 years.

2.4 The company may hold treasury shares in accordance with the provisions of the Law.

2.5 Subject to the provisions of the Law the company may purchase its own shares and with respect to those shares, cancel them or hold them as treasury shares

3 Share capital

3.1 The members may, by ordinary resolution alter the company's share capital in accordance with section 287 of the Law

4 Trusts not recognised

4.1 No person is to be recognised by the company as holding any share upon any trust (either express, implied or constructive) and the company is not obliged to recognise any interest in any share except an absolute right to the registered holder of that share

5 Company's lien on shares

5.1 The company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall have a first lien on all shares (other than fully paid shares) standing registered in the name of a single person for all money payable by him or his estate to the company. The company's lien on a share shall extend to all dividends payable thereon.

5.2 Subject to the provisions of the Law with respect to distributions, the Board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of article 5.1.

6 Enforcing lien by sale

6.1 The company may sell, in such manner as the Board thinks fit, any share on which the company has a lien provided that a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days of notice being given to the member in accordance with article 6.2

6.2 Before exercising any right of sale under a lien the company must

- (a) serve on the member a notice in writing demanding payment of any outstanding amount due and payable on the share within 14 clear days of the date of the notice, and
- (b) the notice must state that if the notice is not complied with the shares may be sold at the discretion of the Board.

6.3 To give effect to any such sale the Board may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale

6.4 The net proceeds of the sale under article 6.3 shall be applied by the company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of sale

7 Calls on shares

7.1 Subject to the terms of issue of the shares.

(a) the Board may make calls upon the members in respect of any money unpaid on the shares held by the members and each member shall pay to the company as required by the notice the amount called upon his shares,

(b) a call is only valid if the Board gives the members at least 14 clear days notice specifying when and where payment is to be made,

(c) at the absolute discretion of the Board a call may be postponed in whole or in part, and

(d) a member on whom a call is made shall remain liable for calls made upon him regardless of any subsequent transfer of his shares.

7.2 A call is deemed to have been made at the time when the resolution of the Board authorising the call was passed.

7.3 The Board may on an issue of shares differentiate between holders as to the amounts and times of payment of calls on their shares.

7.4 Joint holders of shares are jointly and severally liable to pay all calls in respect of those shares

7.5 The company may charge interest on any amount that remains unpaid from the day the call became due and payable until such time as the call is paid. That interest may be fixed by the terms of the issue of the share but if no amount is fixed then it shall be 10% per annum. The company may also charge the person obliged to pay the call any costs or expenses that have been incurred by the company due to that non-payment. The Board may, at its absolute discretion, waive payment of any interest or charges under this article 7.5.

7.6 The company may receive from any member in advance any amount uncalled and unpaid upon any shares held by that member and may, until the date on which the amount becomes payable pursuant to a call, pay interest on the amount at a rate agreed between the Board and the member.

7.7 Where a call has not been paid within the time for payment, all rights and privileges attaching to that share, including the right to vote at any general meeting, are suspended until such time as the call and any interest and expenses (if any) are paid. The Board may, in its absolute discretion, waive any suspension of rights under this article 7.7.

8 Forfeiture of shares

8.1 If a call remains unpaid after it has become due and payable the Board may exercise its right to declare the share forfeit.

8.2 Before exercising any right of forfeiture the Board must:

(a) serve on the member a notice in writing (a "**forfeiture notice**") demanding payment of any outstanding amount due and payable on the share,

(b) the notice must name a date not less than 14 clear days after the date of the notice at which time the call must be paid,

(c) the notice must contain a statement that if the call is not paid by the date specified in the forfeiture notice, the Board may exercise a right to declare the share forfeit, and

(d) the notice must state the place where payment is to be made and the accepted payment methods.

8 3 If the member does not comply with the forfeiture notice the Board may, by resolution, declare that the share is forfeit. That forfeiture shall include all dividends, distributions, or other money payable in respect of the forfeited share (include any interest which may have accrued and any expenses which may have been incurred by the company in respect thereof). The forfeiture takes effect at the time of the declaration ("the date of forfeiture").

8 4 Subject to the requirements of the Law a forfeited share may be

(a) sold, re-allotted, or transferred to such person and on such terms and in such manner as the Board may determine,

(b) cancelled, or

(c) held as a treasury share.

8 5 The holder of a share that has been forfeited ceases to be a member in respect of that share and the member's name is deemed to have been removed from the register on the date of forfeiture. The holder of the share remains liable to the company for any calls made or payable on such shares on the date of forfeiture and associated interest and expenses.

8 6 A declaration in writing by a director or the secretary that a share has been duly forfeited or surrendered on the date stated in the declaration shall be conclusive evidence of the facts therein against all persons claiming to be entitled to the shares and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings in reference to the forfeiture or disposal of the share

9 Transfers and registration of shares

9 1 A transfer of shares shall be made in any form which the Board may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee

9.2 Every instrument of transfer shall be left at the registered office of the company, or such other place as the Board may prescribe, with the certificate (if any) of every share to be transferred and such other evidence as the Board may reasonably require to prove the title of the transferor or his right to transfer the shares.

9.3 The Board may refuse to register a transfer of shares or may refuse to register a transfer until such information as the Board may require has been provided. The Board is not obliged to provide any reasons for a refusal under this article.

9.4 If the Board refuses to register a transfer of shares it shall, within a period of 2 months after the date on which the Board resolved to refuse the transfer, send to the transferor a written notice of the refusal and return the instrument of transfer to the transferor.

9.5 The person transferring the shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register in respect of the shares.

9.6 These articles are subject to, and do not limit or restrict the company's powers to transfer shares in accordance with, the Uncertificated Securities (Enabling Provisions) (Guernsey) Law, 2005.

10 Suspension of share transfers by the Board

10.1 The registration of transfers of shares may be suspended at such times and for such a period (not exceeding in aggregate 30 days in any calendar year) as the Board may determine.

11 Share certificates

11.1 If the Board elects to issue share certificates, within 2 months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide), every member shall be entitled to receive one certificate for all of his shares or, if the member so requests, several certificates each for one or more of his shares.

11.2 Every such certificate shall be signed in accordance with the common signature, shall specify the shares to which it relates, and the amount paid up thereon, provided that in respect of a share or shares jointly held by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

11.3 If a share certificate is defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of the expenses of the company in connection with the matter and generally upon such terms as the Board shall think fit.

12 Transmission of shares

12.1 Subject to the provisions of section 290 of the Law, where a member dies and that member does not own shares jointly, then the company will recognise only the personal representative of the deceased shareholder as being entitled to the deceased member's interest in the shares. Where a member dies and that member owned shares jointly, the company will recognise only the surviving joint holder or holders as being entitled to the deceased member's interest in the shares.

12.2 Where a member becomes insolvent, has his affairs declared en désastre or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payments or compounds with creditors, or is adjudged insolvent the Board shall not be obliged to register the transfer of the share to the person entitled to the shares until that person provides to the Board such information as the Board may reasonably require to establish that person's entitlement to the shares. The person so entitled may:

- (a) elect to be registered as the holder of the shares, or
- (b) subject to the Law and these articles, choose to transfer the shares to another person by giving a completed transfer form to the company.

13 Dividends and distributions

13.1 Subject to the rights attaching to each share, the company is not liable to pay interest or any other penalty on any dividends or distributions paid by the company.

13.2 The Board may deduct from any dividend or distribution any sum of money which may be due from that member as a result of any unpaid call on the share, or any other debt due and owing from the member to the company.

13.3 Any dividend or distribution which has remained unclaimed for 10 years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

13.4 The Board may issue shares in lieu of dividends in accordance with section 306 of the Law.

14 Appointment and removal of directors

14.1 The company shall have at least one director and may have as many directors as the shareholders by ordinary resolution approve.

14.2 If for any reason whatsoever including death, resignation, removal or unavailability, the office of a director becomes vacant or is deemed vacant pursuant to article 14.3 below, the Board may appoint as a director a person who is willing to act and who, in the opinion of the Board, is an appropriate person to be appointed.

14.3 The office of a director shall be deemed vacant if

- (a) he has been absent, without permission, from Board meetings for more than 6 months,
- (b) he becomes otherwise ineligible or incapable of continuing to act as a director for whatever reason,
- (c) he has had his affairs declared en désastre or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payments or compounds with creditors, or is adjudged insolvent,

(d) he is requested to resign in writing signed by all the other directors of the company (being not less than two in number), or

(e) the members by ordinary resolution declare that he shall cease to be a director

14.4 A director (other than an alternate director) may appoint an alternate to exercise some or all of his powers as a director for a specified period. The appointment of an alternate director must be in writing and a copy of the appointment must be given to the company. The appointment may be terminated at any time by instrument in writing signed by the appointing director a copy of which must be given to the company. The company shall give the alternate director notice of board meetings if requested to do so by the appointing director. Where an alternate director exercises the appointing director's powers the exercise is as effective as if the powers were exercised by the director. An alternate director shall cease to be an alternate if the director who appointed him ceases to be a director.

15 Remuneration and expenses

15.1 The members shall by ordinary resolution specify the directors' (and where appointed the secretary's) remuneration.

15.2 Each director may be paid all expenses properly incurred in connection with the discharge of his duties as a director.

15.3 An alternate director is entitled to be paid any expenses properly incurred in connection with the discharge of his duties as an alternate director including any fees agreed to be paid. An alternate director is not entitled to be otherwise remunerated unless the members approve such remuneration by ordinary resolution.

16 Delegation of powers

16.1 The Board may delegate to a committee consisting of one or more directors, any managing director, or any person holding an executive office of the company, such of its powers as the Board considers appropriate and desirable to be exercised by such committee or officer. Any such delegation may be made on such conditions, revoked, altered, or otherwise varied as the Board think fit

17 Appointment of agent

17.1 The Board may appoint any person (including any officer or employee of the company) to act as the agent of the company for such purpose and on such conditions as it determines, including the authority for the agent to execute documents on behalf of the company or delegate all or any of his powers

18 Power of attorney

18.1 Subject to the Law, the Board may from time to time (and at any time) by power of attorney

appoint any person, firm, or body of persons, whether nominated directly or indirectly by the Board, to be the attorney of the company for such purpose and with such of the Board's powers, authorities and discretion and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

18.2 A power of attorney given by the company shall be valid if executed by the company under the common signature of the company.

19 Secretary

19.1 The members may (but are not obliged to) appoint a company secretary by ordinary resolution. For the avoidance of doubt, the members may appoint one of the directors as company secretary or appoint a person who is not a director as the company secretary

19.2 Where the members do not choose to appoint a secretary the directors may (but are not obliged to) appoint one of their number to act as both a director and company secretary.

19.3 The company secretary shall carry out the duties and functions contained in section 171 of the Law

19.4 The company secretary may be removed in accordance with article 14.3 as if the company secretary were a director

20 Indemnity

20.1 The directors, secretary and other officers or employees of the company shall be indemnified out of the assets of the company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.

20.2 An alternate director is entitled to be indemnified under this clause as if he were a director.

20.3 The directors may without the sanction of the company in general meeting authorise the purchase or maintenance by the company for any officer or former officer of the company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer.

21 Board meetings

21.1 The directors may regulate their proceedings as they think fit and may determine amongst themselves any matter relating to the proceedings of Board meetings including.

- (a) the number and frequency of meetings,
- (b) the quorum required for the holding of meetings,

(c) the appointment and removal of a Chairman of the Board, and

(d) the establishment of committees of the Board

21.2 Unless the directors otherwise resolve under paragraph 21.1(b) the quorum for a Board meeting shall be two directors unless the company has a single director. In that case the single director alone is deemed to be a quorum.

21.3 Where a director and his alternate director are present, the alternate director shall not be counted as part of any quorum nor shall he be entitled to vote

21.4 Questions arising at any Board meeting shall be decided by a majority of votes. Each director is entitled to cast a single vote. In the case of an equality of votes the Chairman shall have a second or casting vote

21.5 The Board may pass a resolution without convening a Board meeting if all directors entitled to vote on the resolution sign and date a document containing a statement that they are in favour of the resolution set out in the document (a "circulating resolution"). The circulating resolution may be executed by each director in counterpart. The circulating resolution is passed when the last director entitled to vote signs the circulating resolution

22 Notice

22.1 All members are deemed to have agreed to accept communication from the company by electronic means unless the members notify the company otherwise. Notice under this article 22.1 must be in writing and signed by the member and delivered to the company's registered office or such other place as the Board directs.

22.2 A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company is deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

22.3 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from which he derives his title.

23 Extraordinary General Meetings

23.1 All general meetings save those called under section 199 of the Law shall be called "Extraordinary General Meetings"

24 General meetings

24.1 No business shall be transacted at any meeting unless a quorum is present in accordance with the Law and these articles

24.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week at the same time and place, or such day, time and place as the Chairman may determine and, if at such adjourned meeting a quorum is not present within five minutes from the time appointed for the holding of the meeting, those members present in person or by proxy shall be a quorum

25 Election and powers of Chairman

25.1 The Chairman of any general meeting shall be either:

- (a) the Chairman of the Board,
- (b) in the absence of the Chairman, or if the Board has no Chairman, then the Board shall nominate one of their number to preside as Chairman,
- (c) if neither the Chairman of the Board nor the nominated director are present at the meeting then the directors present at the meeting shall elect one of their number to be the Chairman,
- (d) if only one director is present at the meeting then he shall be Chairman of the general meeting, or
- (e) if no directors are present at the meeting then the members present shall elect a Chairman for the meeting by an ordinary resolution.

25.2 The Chairman of the general meeting shall conduct the meeting in such a manner as he thinks fit and may adjourn the meeting from time to time from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. In addition the Chairman may limit the time for members to speak

26 Right of directors to speak

26.1 A director of the company shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company regardless of whether that director is a member of the company or of the relevant class of shares.

27 Voting and polls

27.1 A quorum of members shall be that number of members set out in section 213 of the Law

27.2 Unless the Board directs otherwise, the rights of a member to vote at a general meeting are suspended if that member has failed to pay any sum due and owing on his share whether that sum is due as a result of a failure to pay a call or otherwise

27.3 Voting on any resolution proposed at a general meeting shall be done on the basis of a show of hands unless a poll is demanded. Where a member is participating in a general meeting under section 217 of the Law, the Chairman shall determine how that member's vote on a show of hands shall be counted.

27.4 A poll may be demanded in accordance with section 216 and may be demanded by

- (a) the Chairman,
- (b) at least two members having the right to vote on the resolution, or
- (c) a member or members representing not less than 10% of the total voting rights of all members having the right to vote on the resolution.

27.5 Subject to the provisions of the Law a poll shall be taken as the Chairman directs and he may:

- (a) appoint scrutineers (who need not be members),
- (b) fix a time and place for the poll and for the declaration of the results of the poll provided that neither shall take place any later than 30 days following the general meeting, and
- (c) if necessary adjourn the general meeting to enable a poll to be organised.

27.6 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other questions shall be taken either immediately or at such day, time and place as the Chairman directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is withdrawn, the meeting shall continue as if the demand had not been made.

27.7 No notice need be given of a poll not taken immediately if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the day time and place at which the poll is to be taken.

28 Proxies

28.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the member and shall be in the form approved by the Board. The Board may resolve to permit instruments appointing proxies to be received by facsimile or email.

28.2 An instrument appointing a proxy is only valid if it is

- (a) sent to the company's registered office, or
- (b) sent by facsimile to the telephone number nominated by the Board of the company if the Board resolves to accept proxy appointments by facsimile, or

(c) sent by email to the email address nominated by the company if the Board resolves to accept proxy appointments by email

28.3 If the Board resolves under paragraph 28.2(b) or (c) to accept proxy appointments by facsimile or email then the notice of general meeting must contain the nominated facsimile number and email address.

29 Bodies corporate acting by representatives

29.1 Any body corporate which is a member of a company may appoint such other person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company and exercise the member's powers accordingly.

30 Omission or non-receipt of notice

30.1 The accidental failure to provide notice of a meeting, or to send any other document, to a person entitled to received such notice or document shall not invalidate the proceedings at that meeting or call into question the validity of any actions, resolutions or decisions taken

31 Common signature

31.1 The common signature of the company may be either.

(a) GFT 1 (GUERNSEY) LIMITED

with the addition of the signature(s) of one or more officer(s) of the company authorised generally or specifically by the Board for such purpose, or such other person or persons as the Board may from time to time appoint, or

(b) if the Board resolves that the company shall have a common seal, the common seal of the company affixed in such manner as these articles may from time to time provide.

32 Seal

32.1 If the Board elects to have a common seal, the Board shall provide for the safe custody of the seal which shall only be used pursuant to a resolution passed at a meeting of the Board and every instrument to which the seal is affixed shall be signed in accordance with part (a) of the common signature as set out in article 31.1



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030883

UK Establishment No. BR015945

The Registrar of Companies hereby certifies that

GFT1 (GUERNSEY) LIMITED

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **11th July 2012.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES