

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 for  
You cannot use this form to register  
the details of an existing  
officer or establishment



\*A1L4YEUR\*  
A07 06/11/2012 #263  
COMPANIES HOUSE  
A45 30/10/2012 #333  
COMPANIES HOUSE

## Part 1 Overseas company details (Name)

For official use

### A1 Corporate name of overseas company

Corporate name<sup>1</sup>

hibu pay LLC

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 \*

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

### A2 Alternative name of overseas company \*

Alternative name  
(if applicable) <sup>2</sup>

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

<sup>2</sup> 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<sup>3</sup>

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

<sup>3</sup> 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](http://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 <sup>①</sup>

→ 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

<sup>①</sup> 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.

UK establishment registration number

B R [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

### B2 Credit or financial institution

Is the company a credit or financial institution? <sup>②</sup>

☐ Yes

☒ No

<sup>②</sup> Please tick one box

### B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form <sup>③</sup>

Limited liability company

Country of incorporation \*

United States of America

Identity of register in which it is registered <sup>④</sup>

State of Delaware, Secretary of State, Division of Corporations

Registration number in that register

5 1 9 0 0 8 4 [ ] [ ] [ ] [ ]

<sup>③</sup> Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

<sup>④</sup> 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 <sup>⑤</sup>

Delaware Limited Liability Company Act (6 Del C 18-101, et seq )

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

<sup>⑤</sup> 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 ①

☐ 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

① Please tick the appropriate box(es)

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## Part 3

## Constitution

|           |  |  |
|-----------|--|--|
| <b>C1</b> | <b>Constitution of company</b><br><br>The following documents must be delivered with this application<br>- Certified copy of the company's constitution and, if applicable, a certified translation<br><br>Please tick the appropriate box(es) below<br><input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶<br><input type="checkbox"/> I enclose a certified translation, if applicable ❷  | <b>❶</b> 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<br><br><b>❷</b> 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 |
| <b>C2</b> | <b>EEA or non-EEA member state</b><br><br>Was the company formed outside the EEA?<br>→ <b>Yes</b> Go to <b>Section C3</b><br>→ <b>No</b> Go to <b>Part 4 'Officers of the company'</b>   |  |
| <b>C3</b> | <b>Constitutional documents</b><br><br>Are all of the following details in the copy of the constitutional documents of the company?<br>- Address of principal place of business or registered office in home country of incorporation<br>- Objects of the Company<br>- Amount of issued share capital<br>→ <b>Yes</b> Go to <b>Part 4 'Officers of the company'</b><br>→ <b>No</b> If any of the above details are not included in the constitutional documents, please enter them in <b>Section C4</b><br><br>The information is not required if it is contained within the constitutional documents accompanying this registration |  |
| <b>C4</b> | <b>Information not included in the constitutional documents</b><br><br>Please give the address of principal place of business or registered office in the country of incorporation ❶<br><br>Building name/number<br>Street<br>Post town<br>County/Region<br>Postcode<br>Country<br><br>Please give the objects of the company and the amount of issued share capital<br><br>Objects of the company ❷<br>Amount of issued share capital ❸<br><br>N/A - THE LLC HAS NO SHARE CAPITAL   | <b>❶</b> This address will appear on the public record<br><br><b>❷</b> Please give a brief description of the company's business<br><br><b>❸</b> Please specify the amount of shares issued and the value  |

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## 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<sup>①</sup>

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) Christian Henry

Surname Wells

Former name(s)<sup>②</sup>

#### 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<sup>①</sup>

Building name/number One Reading Central

Street Forbury Road

Post town Reading

County/Region Berkshire

Postcode R G 1 - 3 Y L

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 <sup>①</sup>
- ☐ Unlimited

Description of limited authority, if applicable

The secretary has no decision making powers

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

- ☒ Alone
- ☐ Jointly <sup>②</sup>

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

① 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

② 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

|  |  |   |
|--|--|---|
| <b>E1</b>  | <b>Corporate secretary details<sup>①</sup></b>   |   |
|  | Use this section to list all the corporate secretaries of the company<br>Please complete Sections E1-E5 Please use a continuation page if necessary  |   |
| Name of corporate body or firm                                   |  | <b>① Registered or principal address</b><br>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  |  |   |
| <b>E2</b>  | <b>Location of the registry of the corporate body or firm</b>  |   |
|  | Is the corporate secretary registered within the European Economic Area (EEA)?<br>→ Yes Complete Section E3 only<br>→ No Complete Section E4 only  |   |
| <b>E3</b>  | <b>EEA companies<sup>②</sup></b>   |   |
|  | 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 <sup>③</sup>                |  | <b>② EEA</b><br>A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a><br><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)                                     |
| Registration number  |  |   |
| <b>E4</b>  | <b>Non-EEA companies</b>   |   |
|  | 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                         |  | <b>④ Non-EEA</b><br>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  |
| Governing law  |  |   |
| If applicable, where the company/firm is registered <sup>④</sup> |  |   |
| If applicable, the registration number                           |  |   |

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E5

### Corporate secretary's authority

|  |   |  |   |
|--|---|--|---|
|  | Please enter the extent of your authority as corporate secretary<br>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<br><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<br><input type="checkbox"/> Jointly ❷                    |  |   |
| If applicable, name(s) of person(s) with whom you are acting jointly |   |  |   |
|  |   |  |   |
|  |   |  |   |

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### Director

**F1****Director details <sup>1</sup>**

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)                          | Christian Henry  |   |   |   |   |   |   |   |   |   |   |   |
| Surname                                   | Wells  |   |   |   |   |   |   |   |   |   |   |   |
| Former name(s) <sup>2</sup>               |  |   |   |   |   |   |   |   |   |   |   |   |
| Country/State of residence <sup>3</sup>   | United Kingdom   |   |   |   |   |   |   |   |   |   |   |   |
| Nationality                               | British  |   |   |   |   |   |   |   |   |   |   |   |
| Date of birth                             | <table><tr><td>d</td><td>1</td><td>0</td><td>m</td><td>1</td><td>1</td><td>y</td><td>1</td><td>9</td><td>7</td><td>0</td></tr></table> | d | 1 | 0 | m | 1 | 1 | y | 1 | 9 | 7 | 0 |
| d   | 1  | 0 | m | 1 | 1 | y | 1 | 9 | 7 | 0 |   |   |
| Business occupation (if any) <sup>4</sup> | Company Secretary  |   |   |   |   |   |   |   |   |   |   |   |

**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.

**F2****Director's service address <sup>5</sup>**

|                      |                     |
|----------------------|---------------------|
| Building name/number | One Reading Central |
| Street               | Forbury Road        |
| Post town            | Reading             |
| County/Region        | Berkshire           |
| Postcode             | R G 1 - 3 Y L       |
| Country              | United Kingdom      |

**5 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                  |  | <b>❶</b> 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<br><br><b>❷</b> 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 <b>❶</b><br><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<br><input type="checkbox"/> Jointly <b>❷</b>     |  |  |
| If applicable, name(s) of person(s) with whom you are acting jointly |  |  |  |
|  |  |  |  |
|  |  |  |  |

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### Director

|   |  |  |   |
|---|--|--|---|
| <b>F1</b>                                 | <b>Director details <sup>①</sup></b>   |  | <b>① Corporate details</b><br>Please use Sections G1-G5 to enter corporate director details<br><br><b>② Former name(s)</b><br>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.<br><br><b>③ Country/State of residence</b><br>This is in respect of your usual residential address as stated in Section F3<br><br><b>④ Business occupation</b><br>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)                          | Antony Jeffrey   |  |   |
| Surname                                   | Bates  |  |   |
| Former name(s) <sup>②</sup>               |  |  |   |
| Country/State of residence <sup>③</sup>   | United Kingdom   |  |   |
| Nationality                               | British  |  |   |
| Date of birth                             | <div> <div>d</div> <div>2</div> <div>d</div> <div>4</div> <div>m</div> <div>0</div> <div>m</div> <div>5</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>6</div> </div> |  |   |
| Business occupation (if any) <sup>④</sup> | CFO  |  |   |

|                      |   |  |   |
|----------------------|---|--|---|
| <b>F2</b>            | <b>Director's service address <sup>⑤</sup></b>  |  | <b>⑤ Service address</b><br>This is the address that will appear on the public record. This does not have to be your usual residential address.<br><br>If you provide your residential address here it will appear on the public record |
| Building name/number | One Reading Central   |  |   |
| Street               | Forbury Road  |  |   |
| Post town            | Reading   |  |   |
| County/Region        | Berkshire   |  |   |
| Postcode             | <div> <div>R</div> <div>G</div> <div>1</div> <div>-</div> <div>3</div> <div>Y</div> <div>L</div> </div> |  |   |
| Country              | United Kingdom  |  |   |

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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<br><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<br><input type="checkbox"/> Jointly ❷     |  |   |
| If applicable, name(s) of person(s) with whom you are acting jointly |   |  |   |
|  |   |  |   |
|  |   |  |   |

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### Director

|  |  |  |  |
|--|--|--|--|
| <b>F1</b>  | <b>Director details ①</b>  |  | <b>① Corporate details</b><br>Please use Sections G1-G5 to enter corporate director details.<br><br><b>② Former name(s)</b><br>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.<br><br><b>③ Country/State of residence</b><br>This is in respect of your usual residential address as stated in Section F3.<br><br><b>④ Business occupation</b><br>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)   | Robert Kenneth   |  |  |
| Surname  | Hall   |  |  |
| Former name(s) ②   |  |  |  |
| Country/State of residence ③   | United Kingdom   |  |  |
| Nationality  | British  |  |  |
| Date of birth  | <div> <div>d</div> <div>1</div> <div>d</div> <div>0</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>5</div> </div> |  |  |
| Business occupation (if any) ④   | Financial Controller   |  |  |

|                      |   |  |  |
|----------------------|---|--|--|
| <b>F2</b>            | <b>Director's service address ⑤</b>   |  | <b>⑤ Service address</b><br>This is the address that will appear on the public record. This does not have to be your usual residential address.<br><br>If you provide your residential address here it will appear on the public record. |
| Building name/number | One Reading Central   |  |  |
| Street               | Forbury Road  |  |  |
| Post town            | Reading   |  |  |
| County/Region        | Berkshire   |  |  |
| Postcode             | <div> <div>R</div> <div>G</div> <div>1</div> <div>-</div> <div>3</div> <div>Y</div> <div>L</div> <div></div> </div> |  |  |
| Country              | United Kingdom  |  |  |

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

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### Corporate director

|   |  |  |
|---|--|--|
| <b>G1</b>   | <b>Corporate director details ①</b>  |  |
|   | Use this section to list all the corporate directors of the company<br>Please complete G1-G5 Please use a continuation page if necessary   |  |
| Name of corporate body or firm                        |  | <b>① Registered or principal address</b><br>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   |  |  |
| <b>G2</b>   | <b>Location of the registry of the corporate body or firm</b>  |  |
|   | Is the corporate director registered within the European Economic Area (EEA)?<br>→ Yes Complete Section G3 only<br>→ No Complete Section G4 only   |  |
| <b>G3</b>   | <b>EEA companies ②</b>   |  |
|   | 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 ②                |  | <b>② EEA</b><br>A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a><br><br><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)                                  |
| Registration number                                   |  |  |
| <b>G4</b>   | <b>Non-EEA companies</b>   |  |
|   | 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              |  | <b>④ Non-EEA</b><br>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.  |
| Governing law   |  |  |
| If applicable, where the company/firm is registered ④ |  |  |
| If applicable, the registration number                |  |  |

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## Registration of an overseas company opening a UK establishment

**G5**

### Corporate director's authority

|  |  |  |   |
|--|--|--|---|
|  | Please enter the extent of your authority as corporate director<br>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<br><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<br><input type="checkbox"/> Jointly ❷                   |  |   |
| If applicable, name(s) of person(s) with whom you are acting jointly |  |  |   |
|  |  |  |   |

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 5 UK establishment details

|   |  |                                   |
|---|--|-----------------------------------|
| <b>H1</b>   | <b>Documents previously delivered - constitution</b><br>Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?<br>→ <b>No</b> Go to <b>Section H3</b><br>→ <b>Yes</b> Please enter the UK establishment number below and then go to <b>Section H2</b>  |                                   |
| 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"/>  |                                   |
| <b>H2</b>   | <b>Documents previously delivered – accounting documents</b><br>Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?<br>→ <b>No</b> Go to <b>Section H3</b><br>→ <b>Yes</b> Please enter the UK establishment number below and then go to <b>Section H3</b>   |                                   |
| 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"/>  |                                   |
| Sections H3 and H4 must be completed in all cases |  |                                   |
| <b>H3</b>   | <b>Delivery of accounts and reports</b><br>Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ①<br><input checked="" type="checkbox"/> In respect of this establishment Please go to <b>Section H4</b><br><input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to <b>Section H4</b> | ① Please tick the appropriate box |
| 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"/>  |                                   |



# OS IN01

## Registration of an overseas company opening a UK establishment

**H4****Particulars of UK establishment ①**

|   |   |  |   |
|---|---|--|---|
|   | Please enter the name and address of the UK establishment                               |  | <b>① Address</b><br>This is the address that will appear on the public record |
| Name of establishment                       | hibu pay llc  |  |   |
| Building name/number                        | One Reading Central   |  |   |
| Street                                      | Forbury Road  |  |   |
| Post town                                   | Reading   |  |   |
| County/Region                               | Berkshire   |  |   |
| Postcode                                    | R G 1 - 3 Y L   |  |   |
| Country                                     |   |  |   |
|   | Please give the date the establishment was opened and the business of the establishment |  |   |
| Date establishment opened                   | 2 6 0 7 2 0 1 2   |  |   |
| Business carried on at the UK establishment | Advertising & Marketing   |  |   |

# OS IN01

Registration of an overseas company opening a UK establishment

## 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) Christian Henry

Surname Wells

### J2 Permanent representative's service address <sup>①</sup>

Building name/number One Reading Central

Street Forbury Road

Post town Reading

County/Region Berkshire

Postcode R G 1 - 3 Y L

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.

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 <sup>②</sup>  
☒ Unlimited

Description of limited authority, if applicable

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

☐ Alone  
☒ Jointly <sup>③</sup>

If applicable, name(s) of person(s) with whom you are acting jointly  
Antony Jeffrey Bates, Robert Kenneth Hall

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

# OS IN01

Registration of an overseas company opening a UK establishment

## 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)

Christian Henry

Surname

Wells

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

One Reading Central

Street

Forbury Road

Post town

Reading

County/Region

Berkshire

Postcode

R G 1 - 3 Y L

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.

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 8

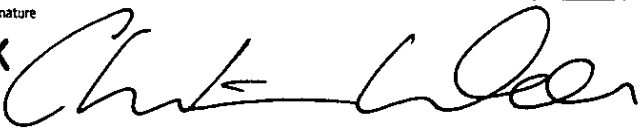
## Signature

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

# OS IN01

## Registration of an overseas company opening a UK establishment



### 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 Alison Painter

Company name Yell Ltd

Secretariat

Address One Reading Central

Forbury Road

Post town Reading

County/Region Berkshire

Postcode R G 1 - 3 Y L

Country United Kingdom

DX

Telephone



### 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



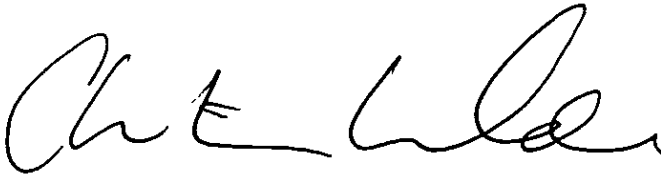
### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

I, Christian Henry Wells, do hereby certify the attached to be true and accurate copies of the original company constitution documents (certified incorporation certificate and Limited Liability Company Agreement)

A handwritten signature in black ink, appearing to read 'Ch H Wells', written in a cursive style.

Christian Henry Wells  
Director and Secretary, hibu pay llc

COMPANIES HOUSE

# Delaware

PAGE 1

*The First State*

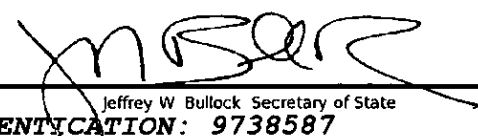
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "HIBU PAY LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2012, AT 5:55 O'CLOCK P.M.

5190084 8100

120877672

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock Secretary of State  
AUTHENTICATION: 9738587

DATE: 07-26-12

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05 58 PM 07/26/2012  
FILED 05 55 PM 07/26/2012  
SRV 120877672 - 5190084 FILE

**CERTIFICATE OF FORMATION**  
**OF**  
**hibu pay LLC**

This Certificate of Formation of hibu pay LLC (the "LLC"), dated July 26, 2012, is being duly executed and filed by Davor Vukadin, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del C. 18-101, et seq.).

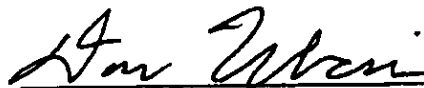
FIRST. The name of the limited liability company formed hereby is hibu pay LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

FOURTH hibu pay LLC and all members thereof, by the purchase of interests therein, hereby, specify, acknowledge and agree that all interests in hibu pay LLC are securities governed by Article 8 and all other provisions of the Uniform Commercial Code as adopted and amended in the State of Delaware (the "UCC") and pursuant to the terms of Section 8-103 of the UCC, such interests shall be "securities" for all purposes under such Article 8 and all other provisions of the UCC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Davor Vukadin  
Authorized Person



**LIMITED LIABILITY COMPANY AGREEMENT  
OF**

**hibu pay LLC  
A DELAWARE LIMITED LIABILITY COMPANY**

This Limited Liability Company Agreement (this "Agreement") of hibu pay LLC, a Delaware limited liability company (the "Company"), is hereby adopted by Yell Limited, a limited liability company incorporated in England and Wales (registered number 04205228) whose registered office is at One Reading Central, Forbury Road, Reading, Berkshire, RG1 3YL, United Kingdom ("Yell"), as of this 27th day of July, 2012, pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), as amended (the "Act"), to govern the affairs of the Company and the conduct of its business

1     Formation     The Company was formed when its certificate of formation (the "Certificate") was filed by an "authorized person" (within the meaning of the Act) with the Secretary of State of the State of Delaware pursuant to and in accordance with the Act. The execution of the Certificate by such authorized person, and the filing of the Certificate with the Secretary of State of the State of Delaware, are hereby ratified, confirmed, and approved. Upon the filing of the Certificate with the Secretary of State of the State of Delaware, such authorized person's powers as the "authorized person" (within the meaning of the Act) ceased

2.     Name     The name of the Company is "hibu pay LLC", and all Company business must be conducted in that name or such other names that comply with applicable law

3     Purpose     The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be formed under the Act and which is not forbidden by the law of the jurisdiction in which the Company engages in that business

4     Registered Office, Registered Agent     The registered office of the Company required by the Act to be maintained in the State of Delaware shall be the office of the initial registered agent named in the Certificate or such other office (which need not be a place of business of the Company) as the Board of Directors (as hereinafter defined) may designate in the manner provided by law. The registered agent of the Company in the State of Delaware shall be the initial registered agent named in the Certificate or such other person or persons as the Board of Directors may designate in the manner provided by law. The Company may have such other offices as the Board of Directors may designate.

5     Principal Office     The principal office of the Company (at which the books and records of the Company shall be maintained) shall be at One Reading Central, Forbury Road, Reading, Berkshire, RG1 3YL, United Kingdom, or such other place as the Board of Directors may designate in the future, which need not be in the State of Delaware. The Company may have such other offices as the Board of Directors may designate.

6     Member     As used in this Agreement, the term "Member" means Yell, in its capacity as a member of the Company, and any person hereafter admitted to the Company as a member, but such term does not include any person who has ceased to be a member of the Company. When used in the lower case and except as the context otherwise requires, the term "member" has the meaning provided in the Act. A Member shall not cease to be a member of the Company upon the occurrence

of any event described in Section 18-304 of the Act. As of the date of this Agreement, Yell holds all of the LLC Interests (as hereinafter defined) of the Company.

7     LLC Interests     As used herein, the term "LLC Interest" means all of the limited liability company interests (as defined in the Act) of the Company and shall include all the rights, powers, and obligations possessed by the Members of the Company under the Act, the Certificate, and this Agreement. Any person to whom all or a part of an LLC Interest is transferred shall become and be admitted as a member of the Company upon such transfer. In addition, a person or entity may become a member of the Company upon the approval of the Member. The LLC Interests are freely transferable, subject to compliance with the terms of this Agreement and applicable federal, state and local securities laws. A person shall cease to be a member of the Company when all of such person's LLC Interest has been conveyed to another person. The LLC Interest shall be evidenced by one or more certificates as provided in Section 21.

8     Powers     The Company shall have the power and authority to take any and all actions necessary, appropriate, proper, advisable, convenient, or incidental to or for the furtherance of the purposes set forth in Section 3, including any and all powers set forth in the Act.

9     Term and Dissolution

(a)     The term of the Company shall commence on the effective date of the filing of the Certificate with the Secretary of State of the State of Delaware and shall be perpetual, unless it is dissolved sooner as a result of: (a) the written election of the Member, (b) the entry of a decree of judicial dissolution under Section 18-802 of the Act, or (c) the occurrence of an event that causes there to be no members of the Company, unless the Company is continued in accordance with the Act. No other event shall cause a dissolution of the Company.

(b)     Upon dissolution of the Company, the Company shall immediately commence to wind up its affairs and the Member shall promptly liquidate the business of the Company. During the period of the winding up of the affairs of the Company, the rights and obligations of the Member under this Agreement shall continue.

(c)     In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied as follows: (i) first, to creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company (whether by payment or the making of reasonable provision for payment thereof), and (ii) thereafter, to the Member.

10    Capital Contributions     The Member may make capital contributions, in cash or other property, to the Company as it may agree from time to time, but shall have no obligation to do so.

11    Distributions     Distributions of cash or other property shall be made to the Member at the times and in the aggregate amounts as determined and approved by the Board of Directors. Notwithstanding any other provision of this Agreement, neither the Company, nor the Board of Directors on behalf of the Company, shall make a distribution to the Member on account of its LLC Interests if such distribution would violate the Act or other applicable law.

12     Management     Subject to the provisions of the Act and any limitations in this Agreement as to action to be authorized or approved by the Member, all management powers over the business and affairs of the Company shall be exclusively vested in a board of managers (the "Board of Directors"). Collectively, the Board of Directors shall constitute "managers" of the Company within the meaning of the Act. The Board of Directors may, but is not required to, delegate certain of its powers to officers (the "Officers"), who shall be agents of the Company. The Member, by virtue of its status as a member of the Company, shall not have any management power over the business and affairs of the Company or actual or apparent authority to enter into contracts on behalf of, or to otherwise bind, the Company. Except as otherwise specifically provided in this Agreement, the authority and functions of the Board of Directors and of the Officers shall be identical to the authority and functions of the board of directors and officers, respectively, of a corporation organized under the Delaware General Corporation Law. Thus, except as otherwise specifically provided in this Agreement, the business and affairs of the Company shall be managed by and under the direction of the Board of Directors. In addition to the powers that now or hereafter can be granted to managers under the Act and to all other powers granted under any other provision of this Agreement, the Board of Directors (subject to Section 13 of this Agreement) and the Officers (subject to Section 14 of this Agreement and the direction of the Board of Directors) shall have full power and authority to do all things on such terms as they, in their sole discretion, may deem necessary or appropriate to conduct, or cause to be conducted, the business and affairs of the Company.

13     Board of Directors

(a)     Number and Term     The number of members (each, a "Director") of the Board of Directors shall initially be three and such number may be changed from time to time by the Board of Directors. The initial directors shall be Antony Jeffrey Bates, Christian Henry Wells and Robert Kenneth Hall. Except as otherwise provided in Section 13(c), each Director shall be selected by the Member. Directors need not be a member. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director.

(b)     Quorum and Manner of Action     At all meetings of the Board of Directors, a majority of the total number of Directors physically present in the United Kingdom shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by law or this Agreement. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at such adjourned meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(c)     Vacancies     Except as otherwise provided by law or this Agreement, in the case of any increase in the authorized number of Directors or of any vacancy in the Board of Directors, however created, the additional Director or Directors may be elected or, as the case may be, the vacancy or vacancies may be filled by majority vote of the Directors remaining on the whole Board of Directors although less than a quorum, or by a sole remaining Director. Any Director elected or chosen as provided herein shall serve until the first to

occur of (i) the expiration of the term of the directorship to which a Director is elected or appointed, (ii) the election and qualification of the Director's successor, or (iii) the Director's resignation or removal

(d) Resignations A Director may resign at any time upon written notice of resignation to the Company. Any resignation shall be effective immediately unless a certain effective date is specified therein, in which event it will be effective upon such date and acceptance of any resignation shall not be necessary to make it effective.

(e) Removals Any Director or the entire Board of Directors may be removed, with or without cause, and another person or persons may be elected to serve for the remainder of his or their term by the Member. In case any vacancy so created shall not be filled by the Member, such vacancy may be filled by the remaining Directors as provided in Section 13(c).

(f) Meetings Meetings of the Board of Directors may be held at such places and times as shall be determined from time to time by resolution of the Board of Directors. Except as otherwise provided by law, any business may be transacted at any meeting of the Board of Directors.

(g) Place of Meetings The Board of Directors may hold their meetings outside the State of Delaware, at any office or offices of the Company, or at any other place as they may from time to time by resolution determine. Unless otherwise specified in any notice of meeting, the place of meetings of the Board of Directors shall be at the principal office of the Company, One Reading Central, Forbury Road, Reading, Berkshire, RG1 3YL, United Kingdom.

(h) Action by Written Consent Unless otherwise restricted by law or this Agreement, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the required number of such Directors consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board of Directors or the committee.

(i) Participation in Meetings by Telephone The Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting, provided, however, that a quorum of the Directors must be physically present in the United Kingdom.

#### 14 Officers

##### (a) General

(i) The Officers of the Company may be chosen by the Board of Directors. The authority of the Officers of the Company shall be determined by the Board of Directors and may include a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, and a Treasurer. Two or more offices may be held by the same person.

(ii) The Board of Directors may appoint such other officers, assistant officers, and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors

(iii) Unless he resigns, dies, or is removed prior thereto, each Officer shall hold office until his successor has been chosen and has qualified. Any Officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, and all vacancies (however arising) may be filled at any time, by the affirmative vote of a majority of the Directors then in office

(b) Chief Executive Officer

(i) The Board of Directors may appoint a Chief Executive Officer of the Company

(ii) If a Chief Executive Officer is designated, all other Officers shall be subordinate to the Chief Executive Officer and shall from time to time report to him as he may direct. He shall have general supervision and direction of the business of the Company and shall see that all orders and resolutions of the Board of Directors are carried into effect

(iii) The Chief Executive Officer shall have all the general powers and duties usually vested in the chief executive officer of a corporation, and in addition shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors

(c) President

(i) If the Board of Directors appoints a President, the President shall have such powers and perform such duties as may be prescribed from time to time by the Board of Directors and the Chief Executive Officer.

(ii) If not also designated Chief Executive Officer, the President shall be vested with all the powers and authorized to perform all the duties of the Chief Executive Officer in the absence or disability of the Chief Executive Officer

(d) Vice President If the Board of Directors appoints one or more Vice Presidents, each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer, or the President.

(e) Secretary If the Board of Directors appoints a Secretary, the Secretary shall attend all sessions of the Board of Directors and all meetings of the Member and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, when notice is required by this Agreement. He shall have such other powers and perform such

other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer, or the President.

(f) Assistant Secretary If the Board of Directors appoints one or more Assistant Secretaries, each Assistant Secretary shall be vested with all powers and authorized to perform all the duties of the Secretary in his absence or disability. The performance of any act or the execution of any instrument by an Assistant Secretary in any instance in which such performance or execution would customarily have been accomplished by the Secretary shall constitute conclusive evidence of the absence or disability of the Secretary. Each Assistant Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer, or the President.

(g) Treasurer

(i) If the Board of Directors appoints a Treasurer, the Treasurer shall have custody of the corporate funds and securities, and he shall keep full and accurate accounts of receipts and disbursements in books belonging to the Company and shall deposit all moneys and other valuable effects in the name and to the credit of the Company, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Company as ordered by the Board of Directors, taking proper vouchers for such disbursements.

(ii) He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer, or the President.

(h) Assistant Treasurer If the Board of Directors appoints one or more Assistant Treasurers, each Assistant Treasurer shall be vested with all the powers and authorized to perform all the duties of the Treasurer in his absence or disability. The performance of any act or the execution of any instrument by an Assistant Treasurer in any instance in which such performance or execution would customarily have been accomplished by the Treasurer shall constitute conclusive evidence of the absence or disability of the Treasurer. Each Assistant Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors, the Chief Executive Officer, or the President.

(i) Duties of Officers May Be Delegated In the case of the absence of any Officer, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of such Officer to any other Officer, or to any Director, provided a majority of the Directors then in office concur therein.

15. Powers of Execution

(a) Checks and Notes All checks and other demands for money and notes and other instrument for the payment of money shall be signed on behalf of the Company by such Director or Directors or such Officer or Officers or by such other person or persons as the Board of Directors may from time to time designate.

(b) Contracts and Deeds All contracts, deeds, and instruments shall be signed on behalf of the Company by a Director, the Chief Executive Officer, by the President, by any Vice President, or by such other person or persons as the Board of Directors or the Chief Executive Officer may from time to time designate

16 Indemnification

(a) To the fullest extent permitted by law but subject to the limitations expressly provided in this Agreement, any present or former Member, Director, or Officer, or any person who is or was serving at the request of the Company in another entity as an officer, manager (as such term is used in the Act), director, or other similar capacity (each, an "Indemnatee"), shall each be indemnified and held harmless by the Company from and against any and all losses, claims, damages, liabilities (joint or several), expenses (including, without limitation, legal fees and expenses), judgments, fines, penalties, interest, settlements, and other amounts arising from any and all claims, demands, actions, suits, or proceedings, whether civil, criminal, administrative, or investigative, in which any Indemnatee may be involved, or is threatened to be involved, as a party or otherwise, by reason of its status as an Indemnatee, provided, that the Indemnatee shall not be indemnified and held harmless if there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that, in respect of the matter for which the Indemnatee is seeking indemnification pursuant to this Section 16, the Indemnatee acted in bad faith or engaged in fraud, willful misconduct, or, in the case of a criminal matter, acted with knowledge that the Indemnatee's conduct was unlawful. Any indemnification pursuant to this Section 16 shall be made only out of the assets of the Company.

(b) To the fullest extent permitted by law, expenses (including, without limitation, legal fees, and expenses) incurred by an Indemnatee in defending any claim, demand, action, suit, or proceeding shall, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit, or proceeding upon receipt by the Company of an undertaking by or on behalf of the Indemnatee to repay such amount if it shall be determined that the Indemnatee is not entitled to be indemnified as authorized in this Section 16.

(c) The indemnification provided by this Section 16 shall be in addition to any other rights to which an Indemnatee may be entitled under any agreement, as a matter of law or otherwise, both as to actions in the Indemnatee's capacity as an Indemnatee and as to actions in any other capacity, and shall continue as to an Indemnatee who has ceased to serve in such capacity.

(d) The Company may purchase and maintain (or reimburse a Member or its affiliates for the cost of) insurance, on behalf of any Director, Officer, and such other persons as the Board of Directors shall determine, against any liability that may be asserted against or expense that may be incurred by such person in connection with the Company's activities, whether or not the Company would have the power to indemnify such person against such liabilities under the provisions of this Agreement.

(e) In no event may an Indemnatee subject the Member to personal liability by reason of the indemnification provisions set forth in this Agreement.

(f) An Indemnitee shall not be denied indemnification in whole or in part under this Section 16 because the Indemnitee had an interest in the transaction with respect to which the indemnification applies if the transaction was otherwise permitted by the terms of this Agreement

(g) The provisions of this Section 16 are for the benefit of the Indemnitees, their heirs, successors, assigns, and administrators and shall not be deemed to create any rights for the benefit of any other persons

(h) No amendment, modification, or repeal of this Section 16 or any provision hereof shall in any manner terminate, reduce, or impair the right of any past, present, or future Indemnitee to be indemnified by the Company, nor the obligation of the Company to indemnify any such Indemnitee under and in accordance with the provisions of this Section 16 as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification, or repeal, regardless of when such claims may arise or be asserted

(i) THE PROVISIONS OF THE INDEMNIFICATION PROVIDED IN THIS SECTION 16 ARE INTENDED TO APPLY EVEN IF SUCH PROVISIONS HAVE THE EFFECT OF EXCULPATING THE INDEMNITEE FROM LEGAL RESPONSIBILITY FOR THE CONSEQUENCES OF SUCH PERSON'S NEGLIGENCE, FAULT, OR OTHER CONDUCT

#### 17 Liability of Indemnitees

(a) Notwithstanding anything to the contrary set forth in this Agreement, no Indemnitee shall be liable for monetary damages to the Company or the Member for losses sustained or liabilities incurred as a result of any act or omission of an Indemnitee unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that, in respect of the matter in question, the Indemnitee acted in bad faith or engaged in fraud, willful misconduct, or, in the case of a criminal matter, acted with knowledge that the Indemnitee's conduct was criminal

(b) Subject to its obligations and duties set forth in this Agreement, the Board of Directors may exercise any of the powers granted to it by this Agreement and perform any of the duties imposed upon it hereunder either directly or by or through the Company's Officers or agents, and the Board of Directors shall not be responsible for any misconduct or negligence on the part of any such Officer or agent appointed by the Board of Directors in good faith

(c) Any amendment, modification, or repeal of this Section 17 or any provision hereof shall be prospective only and shall not in any way affect the limitations on liability under this Section 17 as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted



18     Mergers and Exchanges     Subject to the requirements of the Act, the Company may be a party to a merger, consolidation, conversion, share or interest exchange, or other transaction authorized by the Act.

19     Amendments to this Agreement     The power to alter, amend, restate, or repeal this Agreement or to adopt a new limited liability company agreement is vested in the Member. This Agreement may be amended, modified, supplemented, or restated in any manner permitted by applicable law and approved by the Member.

20     Tax Matters

(a)     For so long as the Member is the only member of the Company, the Member intends for the Company to be disregarded as an entity separate from the Member (or the person from whom the Member is disregarded as an entity) for U.S. federal tax purposes and, where applicable, for all relevant state and local tax purposes and that the activities of the Company be deemed to be the activities of the Member (or such other person) for such tax purposes, provided, that the Company is not intended to be and shall not be disregarded as an entity for any purpose other than such tax purposes. All provisions of the Certificate and this Agreement are to be construed so as to preserve that tax status under those circumstances. At such time as the Company has more than one Member that is recognized for U.S. federal tax purposes, appropriate adjustments shall be made to this Agreement to account for the formation of a partnership for U.S. federal tax purposes as well as for distributions, maintenance of capital accounts, and the allocation of profits and losses.

(b)     The Member intends for the Company to be tax resident in the United Kingdom and for the Company to be an entity with separate legal personality for United Kingdom tax purposes which has ordinary share capital as defined under United Kingdom tax legislation.

21     Certificated Nature of LLC Interests

(a)     The LLC Interest shall be represented by certificates, each registered in the name of the Member and in such form as the Board of Directors shall approve, and the Company shall issue to the Member one or more certificates representing its LLC Interests. The LLC Interests are freely transferable, subject to compliance with the terms of this Agreement and applicable federal, state and local securities laws.

(b)     The Company and the Member, by acquisition of LLC Interests, hereby specify, acknowledge and agree that all the LLC Interests are "securities" governed by Article 8 and all other provisions of the Uniform Commercial Code as adopted and amended in the State of Delaware (the "UCC"), and pursuant to the terms of Section 8-103 of the UCC, such LLC Interests shall be "securities" for all purposes of such Article 8 and under all other provisions of the UCC.

22     Construction     Unless the context otherwise requires: (a) the gender (or lack of gender) of all words used in this Agreement includes the masculine, feminine, and neuter; (b) references to Sections refer to Sections of this Agreement; and (c) words used in the singular shall also denote the plural, and words used in the plural shall also denote the singular. The headings

contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement

23     Governing Law     This Agreement shall be governed by, and construed under, the laws of the State of Delaware (without regard to principles of conflict of laws), all rights and remedies being governed by said laws

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IN WITNESS WHEREOF, the undersigned, intending to be bound hereby, have duly executed this Agreement to be effective as set forth above

Yell Limited

By  \_\_\_\_\_



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC031062

UK Establishment No. BR016126

The Registrar of Companies hereby certifies that

**HIBU PAY LLC**

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 **12th November 2012.**



**Companies House**



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