

FILE COPY



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

Company Number **10961486**

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

SPHERE NETWORK LTD.

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **13th September 2017**



* N10961486M *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



*Received for filing in Electronic Format on the:***12/09/2017**

X6EULZ3D

*Company Name in
full:*

SPHERE NETWORK LTD.

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**C/O OTONOMOS (UK) LTD 1 FORE STREET
LONDON
UNITED KINGDOM EC2Y 9DT**

Sic Codes:

63120

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: **Corporate**
Name: **OTONOMOS (UK) LTD**
Principal / Business Address: **1 FORE STREET
LONDON
UNITED KINGDOM EC2Y 9DT**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **10107067**

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

Company Director 1

Type: **Person**

Full Forename(s): **MR ANDREW**

Surname: **KHONG**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **USA**

Resident:

Date of Birth: ****/02/1981** *Nationality:* **VIETNAM**

Occupation: **ENTREPRENEUR**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR TUONG**

Surname: **PHAM**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **USA**

Resident:

Date of Birth: ****/01/1982** *Nationality:* **VIETNAM**

Occupation: **ENTREPRENEUR**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **TUONG PHAM**

Address **3904 PIERSON DR W
MOBILE COUNTY
ALABAMA
USA
36619**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **ANDREW KHONG**

Address **4641 HERMITAGE AVE APT
604
MOBILE COUNTY
ALABAMA
USA
36619**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR ANDREW KHONG**

*Country/State Usually
Resident:* **USA**

Date of Birth: ****/02/1981** *Nationality:* **VIETNAM**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

Individual Person with Significant Control details

Names: **MR TUONG PHAM**

Country/State Usually Resident: **USA**

Date of Birth: ****/01/1982** *Nationality:* **VIETNAM**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **OTONOMOS (UK) LTD**

Agent's Address: **OTONOMOS (UK) LTD OTONOMOS (UK) LTD
1 FORE STREET
LONDON
UNITED KINGDOM
EC2Y 9DT**

Authorisation

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

Agent's Name: **OTONOMOS (UK) LTD**

Agent's Address: **OTONOMOS (UK) LTD OTONOMOS (UK) LTD
1 FORE STREET
LONDON
UNITED KINGDOM
EC2Y 9DT**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of SPHERE NETWORK LTD.

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Tuong Pham	Authenticated Electronically
Andrew Khong	Authenticated Electronically

Dated: 12/09/2017