08109960/20
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In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment

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

RC313?

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

✗ **What this form i[s NOT for]**
You cannot use thi[s form to register] the details of an e[xisting] officer or establish[ment]

WEDNESDAY

A26YI48G
A41 24/04/2013 #95
COMPANIES HOUSE

TU

A03 26/03/2013 #70
COMPANIES HOUSE
A23YZ22X
A36 12/03/2013 #130
COMPANIES HOUSE

For official use

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ❶
Humatica AG

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 *

❶ 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) ❷
Humatica AG (London branch)

❷ 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 ❸

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

❸ **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

OS IN01

Registration of an overseas company opening a UK establishment

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

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

☐ Yes
☑ 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 limited company

Country of incorporation *: Switzerland

Identity of register in which it is registered ❹: Handelsregister des Kantons Zurich

Registration number in that register: C H 0 2 0 3 0 2 6 9 46 -2

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: Switzerland

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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

→ **Yes** Complete the details below
→ **No** Go to **Part 3**

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)

OS IN01

Registration of an overseas company opening a UK establishment

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

☑ I have enclosed a certified copy of the company's constitution ❶

☑ 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	82
Street	Wildbachstrasse
Post town	Zurich
County/Region	Zurich
Postcode	8 0 0 8
Country	Switzerland

Please give the objects of the company and the amount of issued share capital

Objects of the company ❷	To develop, introduce and manage business processes to enhance employee productivity
Amount of issued share capital ❸	CHF 100,000

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

OS IN01
Registration of an overseas company opening a UK establishment

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 ❶

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)	Andros
Surname	Payne
Former name(s) ❷	

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

❷ **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 ❸

Building name/number	82
Street	Wildbachstrasse
Post town	Zurich
County/Region	Zurich
Postcode	8 0 0 8
Country	Switzerland

❸ **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 ❹
☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone
☐ Jointly ❺

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

❹ 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

❺ 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

Corporate secretary

E1 Corporate secretary details ❶

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	

❶ **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 ❷

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 ❸	
Registration number	

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

❸ 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 ❹	
If applicable, the registration number	

❹ **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

E5 Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary 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	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	☐ Alone ☐ 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

Director

F1 Director details ❶

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)	Andros
Surname	Payne
Former name(s) ❷	
Country/State of residence ❸	Switzerland
Nationality	Swiss
Date of birth	d2 d8 m0 m2 y1 y9 y6 y2
Business occupation (if any) ❹	

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

❷ **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

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

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

F2 Director's service address ❺

Building name/number	82
Street	Wildbachstrasse
Post town	Zurich
County/Region	Zurich
Postcode	8 0 0 8
Country	Switzerland

❺ **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

F4 Director's authority

Please enter the extent of your authority as director Please tick one box

Extent of authority	☐ Limited ❶ ☑ Unlimited
Description of limited authority, if applicable	

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

	☑ Alone ☐ Jointly ❷
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

OS IN01
Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

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

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **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

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 ❷

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 ❸

Registration number

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

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

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **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

G5 Corporate director's authority

Please enter the extent of your authority as corporate director
Please tick one box

Extent of authority

☐ Limited ❶
☐ Unlimited

Description of limited authority, if applicable

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

☐ Alone
☐ Jointly ❷

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

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 ❶

☑ 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**

UK establishment registration number: B R

❶ Please tick the appropriate box

OS IN01
Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment

Please enter the name and address of the UK establishment

Name of establishment	HUMATICA AG (LONDON BRANCH)
Building name/number	1
Street	NORTHUMBERLAND AVENUE TRAFALGAR SQUARE
Post town	LONDON
County/Region	
Postcode	W C 2 N 5 B W
Country	

Address
This is the address that will appear on the public record

Please give the date the establishment was opened and the business of the establishment

Date establishment opened	d0 d1 m0 m2 y2 y0 y1 y3
Business carried on at the UK establishment	Consulting

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)	Michaela
Surname	Kötter

J2 Permanent representative's service address

Building name/number	82
Street	Wildbachstrasse
Post town	Zurich
County/Region	Zürich
Postcode	8 0 0 8
Country	Switzerland

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
- ☐ Unlimited

Description of limited authority, if applicable: restrict to receiving all documents for company, no financial authority

Are you authorised to act alone or jointly? Please tick one box
- ☐ Alone
- ☑ Jointly

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

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.

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.

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)	
Surname	

K2 Service address of person authorised to accept service ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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

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	STEPHEN MARTIN
Company name	MOORE STEPHENS LLP
Address	150 ALDERSGATE STREET
Post town	LONDON
County/Region	
Postcode	E C 1 A 4 A B
Country	
DX	
Telephone	020 7334 9191

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

Appendix 2

I certify this to be a correct translation of the original

ARTICLES OF ASSOCIATION

of

Humatica AG
(Humatica, Inc.)
(Humatica SA)

with registered
office in Zurich

I. Fundamental clauses

Article 1

Registered office and term

The firm Humatica AG (Humatica, Inc. *I* Humatica SA) is a public limited company founded for an indefinite period of time within the meaning of Article 620 ff. of the Swiss Code of Obligations, with its registered office in Zurich.

Article 2

Purpose

The purpose of the company is to develop and introduce as well as manage business processes for enhancing employee productivity.

It can acquire and sell properties, have participating interests in other companies and carry out all activities that are related either directly or indirectly to the purpose of the company or serve to promote the same.

Article 3

Share capital

The share capital of the company is CHF 100,000 and is partially (50%) paid up. The share capital is divided into 10,000,000 registered shares with the nominal value of CHF 0.01 each

In place of actual shares, certificates can be issued that state you own one or several shares.

I certify this to be a correct translation of the original

Article 4

Buying option

When obtaining the share capital, each shareholder can claim a part of the new shares in proportion to its previous shareholding. The general assembly can restrict this buying option on important grounds. Buying options that are not exercised shall pass on to other shareholders who are willing to buy, in proportion to their shareholding.

Article 5

Share register

The owners of shares as well as the force of a restricted real right of those entitled to them shall be entered in the share register with name and place of residence, or registered office.

The rights from the shares can be asserted via-a-vis the company only by the owner or, in the event of assignment for beneficial use, only by the usufructuary according to the share register.

II. Organisation

Article 6

The committees of the company are:

a. General assembly
b. Administrative Board
c. Audit Department

a) General assembly

Article 7

Authorisations

The general assembly is the highest ranking committee of the company. The following authorisations rest solely with it and cannot be transferred to another committee:

a) Establishing and amending the articles of association, in particular decisions about the change in share capital, dissolution or merger of the company;
b) Selection and recall of the members of the administrative board and the audit department;
c) Acceptance of the profit and loss statement, the balance sheet and the management report after previous reporting by the audit department, as well as decision-making about the use of net profit, in particular determining dividends and any share in profits (profit-sharing bonuses);
d) Discharge from liability of the administrative board

e) Resolution on objects that are reserved for it by law or according to the articles of association, in particular resolution about the applications of the administrative board, the audit department and the shareholders.

Article 8

Convocation Venue and time of the general assembly

The general assembly is called by administration and, if need be, by the audit department or, where applicable, also by the liquidators. It takes place at the venue defined by the convening committee.

The ordinary general assembly takes place every year within six months of the conclusion of the fiscal year.

Extraordinary general assemblies are called as and when needed, and in any case, in the cases stipulated by law. The general assembly must be convened, if requested in writing and with reference to the points on the agenda, by one or more shareholders collectively representing at least 10 percent of the share capital. Likewise, an extraordinary general assembly must be convened immediately, if half of the share capital and the statutory reserves is no longer covered after the last year-end balance sheet.

General assemblies can be held without taking into account the formalities for convening the meeting, insofar as and as long as all the shares are represented and no objection is raised (universal meeting).

Article 9

Modalities for convening a meeting; Preparation of the general assembly

The general assembly shall be called at least twenty days prior to the meeting day by letter to the shareholders. When calling the meeting, the items on the agenda in addition to the applications of the administrative board and the shareholders that have given rise to the need to call the meeting must be announced.

Article10

Modalities of the procedure

The president shall chair the general assembly. If he is unable to do so, this responsibility passes on to another member of the administrative board. If there is lack of unanimity within the administrative board about the person to be appointed as the President for the day, or if an objection is raised by the group of shareholders against a person recommended as the President by the administrative board, the general assembly shall elect the President for the day.

The President shall appoint the recording secretary and counter of votes, neither of whom should be shareholders.

I certify this to be a correct translation of the original

The resolutions of the general assembly must be recorded. The minutes of the meeting must be signed by the Chairman and the recording secretary appointed by him.

Article 11

Quorum, adoption of a resolution

The general assembly constitutes a quorum, insofar as the legal and statutory provisions concerning convening are observed. It adopts its resolutions and implements its elections with the absolute majority of the represented shareholder's votes, unless the law or the articles of association stipulate another procedure.

If the election does not take place in the first ballot, a second ballot is held where the relative majority is decisive.

The President does not have a deciding vote.

Elections and voting take place openly, unless at least one of the shareholders demands that they be held secretly.

Article12

Right to vote and represent

Each share entitles you to cast a vote in the general assembly, irrespective of the amount that has been paid on the nominal value. All legal provisions that specify otherwise are reserved. When adopting a resolution about the discharge of the administrative board, persons who have been involved in management in any way do not have any voting right.

Shareholders or usufructuaries of shares can represent their shares themselves. or can have them represented by a person empowered to act on their behalf with written power of attorney.

Adoption of resolutions and elections take place openly, unless one of the shareholders demands a secret ballot.

b) Administrative board

Article13

Number of members, tenure

The administrative board is comprised of one or more members, who should be shareholders. The tenure is one year, subject to early recall by the general assembly. Re-election is permissible.

The administrative board constitutes itself, names its President and, where applicable, its Secretary.

I certify this to be a correct translation of the original.
[illegible]

I certify this to be a correct translation of the original

Article14

Duties and powers

The administrative board is responsible for the top management of the company and the supervision of the management. It represents the company externally and takes care of all matters that are not assigned to another committee by law, according to the articles of association or rules of procedure.

The administrative board can transfer the management of its individual branches as well as the representation of the company to one or more persons, members of the administrative board (Delegates) or third parties who need not be shareholders (Directors). In this case, it issues an organisational rule of procedure and regulates the respective contractual relationships.

The following non-assignable and irrevocable powers rest with the administrative board:

a) Top management of the company and issue of the necessary instructions;
b) Determination of the organisation
c) Organisation of the accounting system, the financial control system and the financial planning system;
d) Appointment and recall of persons entrusted with the management and representation, and regulation of signing authority;
e) Supervision of persons entrusted with management in terms of compliance with laws, articles of association, rules of procedure and instructions;
f) Preparation of the management report as well as preparation of the general assembly and execution of its resolutions;
g) Notification of the judge in the event of financial insolvency;
h) Adoption of resolution on subsequent payment of capital contributions on partially paid-up shares;
i) Adoption of resolution on the determination of capital increases and the resulting changes in the articles of association;
j) Checking the special qualification of the auditors in cases where the use of such auditors is required by law.

Article 15

Convocation, adoption of a resolution

In the event of his inability or refusal of the President to do so, another member of the administrative board shall convene its meeting as often as business demands it, or at the request of a member, while informing everyone about the items on the agenda.

The administrative board constitutes a quorum if at least half of its members are present. A quorum is not required for the adoption of resolutions concerning changes in the share capital, these can be adopted by a member of the administrative board alone.

Resolutions shall be adopted with the majority of the votes of the members present. The President does not have a deciding vote.

A record of the discussions and resolutions of the administrative board must be kept and this record must be signed by the President and the Secretary.

Adoption of resolution by circulars is also permitted, unless a member demands verbal consultation. Resolutions adopted by circulars must be recorded in the administrative board record.

The adoption of resolution via telex of telefax is equivalent to the adoption of resolution by circulars.

The respective provisions shall also apply.

Article 16

Compensation

The members of the administrative board have a claim to compensation for their efforts and a reimbursement of their expenses, which is to be specified by the administrative board. At the decision of the general assembly and subject to restrictive statutory provisions, share in profits (management bonuses) can also be paid to the members of the administrative board.

When determining the amount of compensation to be paid to its members, the administrative board should take into account the earnings situation of the company.

c) The audit department

Article17

Composition, duties, tenure

The audit department consists of one or more auditors or a trust company. Its rights and duties are based on legal provisions.

The audit department is elected for one year.

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III. Miscellaneous

Article18

Balance of accounts, Balance sheet

Beginning and end of the fiscal year is decided by the administrative board through the adoption of a resolution.

The administrative board prepares a management report for each fiscal year, which consists of the annual statement of accounts, the annual report and, where necessary, the consolidated statement of accounts.

Article19

Announcement, publication

Company announcements to the shareholders are made in the form of a letter and sent to their addresses recorded in the share register or the written announcement is handed over personally, wherever conducive.

Announcements to the creditors are made via publication in the Swiss Official Gazette in the cases where this is required by law.

The company's publishing committee is the Swiss Official Gazette.

Zurich, 27 September

Notariat H[illegible] Zürich

Hans-Rudolf [illegible], Notar

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Appendix 3

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Ulrich Kittel

KANTON ZÜRICH

Official Record

about the

resolutions of the extraordinary general assembly

- Change of registered address and

amendment to the articles of

association - of

<u>Humatica AG</u>

with registered office in
8332 Russikon

An extraordinary general assembly of the above mentioned company was held today at the local office of the Hottingen-Zurich public notary. The undersigned commissioner of oaths issued the following official record concerning the resolutions adopted by the assembly according to the provisions of the Swiss Law on Bonds (OR)

I.

Mr Andros Payne, Bruderbüelstrasse 28, 8332 Russikon, as sole administrative board member, declares the general meeting open and takes the chair. He will also sign as counter of votes and recording secretary.

The chairman concludes that:

- neither organ representatives nor other dependent voting right representatives in terms of Art. 689c OR are proposed, portfolio representatives in terms of Art. 689d OR still exercise the right to co-determination;

- the entire share capital of the company of CHF 100,000 is represented.

- today's general assembly is constituted as a universal meeting and constitutes a quorum in terms of Art 701 OR.

No objection has been raised against this conclusion

II

The general assembly unanimously decides to move the registered office of the company from Russikon to 8032 Zurich.

The general assembly acknowledges that the new business address (own office) is: Forchstrasse 239, 8032 Zurich.

III.

The general assembly decides unanimously to generally revise the previous articles of association of the company. The draft of the articles of association is available.

The general assembly waives the consultation by article and decides unanimously to establish this unchanged draft as the new and only valid articles of association of the company and to declare the previous association null and void.

The approved new articles of association are a part of this record

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IV.

The general assembly unanimously decides to elect Mr Andreas Knobloch, German national, resident of Bad Herrenalb, to the administrative board.

V.

The administrative board must register the resolutions of the general assembly regarding the change in the articles of association in the commercial register, Art. 647 para. 2 OR.

Zurich, 28 September 2006

The Chairman, Recording Secretary and Counter of Votes:

Andros Payne,
sole member of the administrative board

NOTARY OFFICE, HOTTINGEN-ZUERICH

NOTARIAT HOTTINGEN-ZURICH

Hans-Rudolf Sulzer, Notary

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Appendix 1

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STATUTEN

Der

Humatica AG
(Humatica, Inc.)
(Humatica SA)

mit Sitz in Zürich

I. Grundlegende Bestimmungen

Artikel 1

Firma, Sitz und Dauer

Unter der Firma Humatica AG (Humatica, Inc / Humatica SA) besteht auf unbestimmte Zeit eine Aktiengesellschaft im Sinne von Art 620 ff des Schweizerischen Obligationenrechtes mit Sitz in Zurich

Artikel 2

Zweck

Die Gesellschaft bezweckt die Entwicklung und Einfuhrung sowie das Management von Geschaftsprozessen zur Erhöhung die Mitarbeiterproduktivität.

Sie kann Liegenschaften erwerben und veräussern, sich an anderen Unternehmen beteiligen und alle Geschäfte tätigen, welche mit dem Gesellschaftszweck direkt oder indirekt zusammenhängen oder ihn zu fördern geeignet sind

Artikel 3

Aktienkapital

Das Aktienkapital der Gesellschaft betragt CHF 100'000 -- und ist zu 50% liberiert. Das Aktienkapital ist eingeteilt in 10'000'000 Namenaktien im Nennwert von je CHF 0.01.

Anstelle von Aktientiteln können Zertifikate uber eine oder mehrere Aktien ausgegeben werden.

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Artikel 4

Bezugsrecht

Bei Erhöhung des Aktienkapitals kann jeder Aktionär eine seinem bisherigen Aktienbesitz entsprechenden Teil der neuen Aktien beanspruchen. Die Generalversammlung kann dieses Bezugsrecht bei Vorliegen wichtiger Grunde einschranken. Bezugsrechte, die nicht ausgeubt werden, fallen den bezugswilligen Aktionären im Verhältnis ihres Aktienbesitzes an.

Artikel 5

Aktienbuch

Die Eigentümer der Aktien sowie die kraft eines beschränkten dinglichen Rechts daran Berechtigten werden mit Namen und Wohnort, beziehungsweise Sitz, im Aktienbuch eingetragen

Die Rechte aus der Aktie können der Gesellschaft gegenüber nur vom Eigentümer oder, im Falle von Nutzniessung, nur vom Nutzniesser gemäss Aktienbuch geltend gemacht werden.

II. Organisation

Artikel 6

Die Organe der Gesellschaft sind

a. Generalversammlung
b. Verwaltungsrat
c. Revisionsstelle

a) Generalversammlung

Artikel 7

Befugnisse

Die Generalversammlung ist das oberste Organ der Gesellschaft. Die folgenden Befugnisse stehen ihr allein zu und sind nicht an ein anderes Organ ubertragbar.

a) Festsetzung und Änderung der Statuten, insbesondere Beschlüsse über Veränderung des Aktienkapitals, Auflosung oder Fusion der Gesellschaft,
b) Wahl und Abberufung der Mitglieder des Verwaltungsrates und der Revisionsstelle;
c) Abnahme der Erfolgsrechnung, der Bilanz und des Geschäftsberichts nach vorausgegangener Berichtserstattung der Revisionsstelle sowie Beschlussfassung über die Verwendung des Reingewinns, insbesondere die Festsetzung der Dividende und allfälliger Gewinnanteile (Tantiémen);
d) Entlastung des Verwaltungsrates;

e) Beschlussfassung über die Gegenstände, die ihr durch das Gesetz oder die Statuten vorbehalten sind, insbesondere Beschlussfassung über Anträge des Verwaltungsrates, der Revisionsstelle und der Aktionäre.

Artikel 8

Einberufung, Ort und Zeitpunkt der Generalversammlung

Die Generalversammlung wird durch die Verwaltung, nötigenfalls durch die Revisionsstelle, gegebenenfalls auch durch die Liquidatoren einberufen. Sie findet an dem vom einberufenden Organ festgesetzten Ort statt.

Die ordentliche Generalversammlung findet jedes Jahr innerhalb von sechs Monaten nach Abschluss des Geschäftsjahres statt.

Ausserordentliche Generalversammlungen werden nach Notwendigkeit einberufen, jedenfalls in den vom Gesetz vorgesehenen Fällen. Namentlich hat die Einberufung zu erfolgen, wenn dies von einem oder mehreren Aktionären, die zusammen mindestens 10 Prozent des Aktienkapitals vertreten, schriftlich und unter Angabe der zu behandelnden Traktanden verlangt wird. Ebenso ist unverzüglich eine ausserordentliche Generalversammlung einzuberufen, wenn nach der letzten Jahresbilanz die Hälfte des Aktienkapitals und der gesetzlichen Reserven nicht mehr gedeckt ist.

Ohne Beachtung der Einberufungsformalitäten können Generalversammlungen abgehalten werden, sofern und solange sämtliche Aktien vertreten sind und kein Widerspruch erhoben wird (Universalversammlung).

Artikel 9

Modalitäten der Einberufung, Vorbereitung der Generalversammlung

Die Generalversammlung wird mindestens zwanzig Tage vor dem Versammlungstag durch Brief an die Aktionäre einberufen. In der Einberufung sind die Verhandlungsgegenstände (Traktanden) neben den Anträgen des Verwaltungsrates und der Aktionäre bekanntzugeben, welche die Einberufung der Versammlung verlangt haben.

Artikel 10

Modalitäten der Durchführung

Der Präsident führt den Vorsitz der Generalversammlung. Im Falle seiner Verhinderung obliegt diese Aufgabe einem anderen Mitglied des Verwaltungsrates. Bestehen innerhalb des Verwaltungsrates Unstimmigkeiten über die als Tagespräsident zu bestimmende Person oder wird gegen eine vom Verwaltungsrat als Tagespräsident vorgeschlagene Person aus dem Aktionärskreis Widerspruch erhoben, wählt die Generalversammlung den Tagespräsident.

Der Präsident bezeichnet Protokollführer und Stimmenzähler, die allesamt nicht Aktionäre sein müssen.

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Die Beschlüsse der Generalversammlung sind zu protokollieren Das Protokoll ist vom Vorsitzenden und dem von ihm bezeichneten Protokollführer zu unterzeichnen

Artikel 11

<u>Beschlussfähigkeit Beschlussfassung</u>

Der Generalversammlung ist beschlussfähig, sofern die gesetzlichen und statutarischen Bestimmungen über die Einberufung eingehalten worden sind. Sie fasst ihre Beschlüsse und vollzieht ihre Wahlen, soweit nicht Gesetz oder Statuten zwingend etwas anders bestimmen, mit dem absoluten Mehr der vertretenen Aktienstimmen

Kommt bei Wahlen im ersten Wahlgang die Wahl nicht zustande, findet ein zweiter Wahlgang statt, in welchem das relative Mehr entscheidet

Der Präsident hat keinen Stichentscheid.

Wahlen und Abstimmungen finden offen statt, wenn nicht zumindest einer der Aktionäre verlangt, dass sie geheim erfolgen.

Artikel 12

<u>Stimm- und Vertretungsrecht</u>

Jede Aktie berechtigt zur Abgabe einer Stimme in der Generalversammlung, ohne Rücksicht auf den Betrag, der auf den Nennwert einbezahlt ist Anderslautende gesetzliche Vorschriften bleiben vorbehalten. Bei Beschlussfassung über die Entlastung der Verwaltung haben Personen, die in irgendeiner Weise an der Geschäftsführung teilgenommen haben, kein Stimmrecht

Aktionäre oder Nutzniesser von Aktien können ihre Aktien selbst vertreten oder durch eine handlungsfähige Person mit schriftlicher Vollmacht vertreten lassen

Beschlussfassung und Wahlen erfolgen offen, sofern nicht ein Aktionär geheime Stimmabgabe verlangt.

b) Verwaltungsrat

Artikel 13

<u>Zahl der Mitglieder, Amtsdauer</u>

Der Verwaltungsrat besteht aus einem oder mehreren Mitgliedern, welche Aktionäre sein müssen Die Amtsdauer beträgt ein Jahr, vorbehältlich früherer Abberufung durch die Generalversammlung Wiederwahl ist zulässig.

Der Verwaltungsrat konstituiert sich selbst, bezeichnet seinen Präsidenten und gegebenenfalls seinen Sekretär.

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Artikel 14

Aufgaben und Befugnisse

Dem Verwaltungsrat obliegen die Oberleitung der Gesellschaft und die Überwachung der Geschäftsführung Er vertritt die Gesellschaft nach aussen und besorgt allen Angelegenheiten, welche nicht nach Gesetz, Statuten oder Reglement einem anderen Organ der Gesellschaft übertragen sind

Der Verwaltungsrat kann die Geschäftsführung oder einzelne Zweige derselben sowie die Vertretung der Gesellschaft an eine oder mehrere Personen, Mitglieder des Verwaltungsrats (Delegierte) oder Dritte, die nicht Aktionäre zu seine brauchen (Direktoren) übertragen Er erlässt in diesem Falle ein Organisationsreglement und ordnet die entsprechenden Vertragsverhältnisse

Dem Verwaltungsrat kommen folgende unübertragbaren und unentziehbaren Befugnisse zu,

a) Oberleitung der Gesellschaft und Erteilung der nötigen Weisungen;
b) Festlegung der Organisation
c) Ausgestaltung des Rechnungswesens, der Finanzkontrolle und der Finanzplanung,
d) Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen und Regelung der Zeichnungsberechtigung,
e) Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen,
f) Erstellung des Geschäftsberichtes sowie Vorbereitung der Generalversammlung und Ausführung ihrer Beschlüsse;
g) Benachrichtigung des Richters im Falle der Überschuldung,
h) Beschlussfassung über die nachträgliche Leistung von Einlagen auf nicht vollständig liberierte Aktien,
i) Beschlussfassung über die Festsetzung von Kapitalerhöhungen und daraus folgende Statutenänderungen,
j) Prüfung der besonderen Befähigung der Revisoren in den Fällen, in welche das Gesetz den Einsatz solcher Revisoren vorsieht

Artikel 15

Einberufung, Beschlussfassung

Der Präsident, im Falle seiner Verhinderung oder Weigerung, ein anderes Mitglied des Verwaltungsrates, beruft dessen Versammlung unter Mitteilung der Traktanden ein, so oft die Geschäfte es erfordern, ferner auf Verlangen eine Mitgliedes.

Der Verwaltungsrat ist beschlussfähig, wenn mindestens die Hälfte seiner Mitglieder anwesend sind Kein Präsenzquorum ist erforderlich für Feststellungsbeschlüsse betreffend die Änderung des Aktienkapitals, welche durch ein Mitglied des Verwaltungsrates allein gefasst werden können.

Beschlüsse werden mit der Mehrheit der Stimmen der anwesenden Mitglieder gefasst. Der Präsident hat keinen Stichentscheid.

Über die Verhandlung und Beschlusse des Verwaltungsrates ist ein Protokoll zu fuhren, welches vom Präsident und dem Sekretär zu unterzeichnen ist

Beschlussfassung auf dem Zirkularweg ist zulassig, soweit kein Mitglied mundlich Beratung verlangt Zirkulationsbeschlusse sind in das Protokoll des Verwaltungsrates aufzunehmen.

Die Beschlussfassung per Telex oder Telefax ist der Beschlussfassung auf dem Zirkularweg gleichgestellt

Die entsprechenden Bestimmungen gelten analog.

Artikel 16

Entschädigung

Die Mitglieder der Verwaltungsrat haben Anspruch auf eine vom Verwaltungsrat festzusetzenden Entschädigung fur ihre Bemuhungen sowie auf den Ersatz ihrer Auslagen. Auf Beschluss der Generalversammlung und unter Vorbehalt einschrankender gesetzlicher Bestimmungen können den Mitgliedern des Verwaltungsrates auch Gewinnanteile (Tantièmen) ausbezahlt werden.

Bei der Festsetzung der Entschädigung seiner Mitglieder hat der Verwaltungsrat der Ertragslage der Gesellschaft Rechnung zu tragen

c) Die Revisionsstelle

Artikel 17

Zusammensetzung, Aufgaben, Amtsdauer

Die Revisionsstelle besteht aus einem oder mehreren Revisoren oder aus einer Treuhandgesellschaft Ihre Rechte und Pflichten richten sich nach den gesetzlichen Bestimmungen.

Die Revisionsstelle wird fur ein Jahr gewahlt.

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Lukas Köhler

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III. Diverses

Artikel 18

Rechnungsabschluss, Bilanz

Beginn und Ende des Geschäftsjahres werden vom Verwaltungsrat durch Beschluss festgesetzt.

Der Verwaltungsrat erstellt für jedes Geschäftsjahr einen Geschäftsbericht, welcher sich aus Jahresrechnung, Jahresbericht und, wo nötig, Konzernrechnung zusammensetzt

Artikel 19

Bekanntmachung, Publikation

Bekanntmachung der Gesellschaft an die Aktionäre erfolgen in brieflicher Form an deren im Aktienbuch verzeichnete Adressen, bzw., wo dies dienlich ist, durch persönliche Übergabe der schriftlich festgehaltenen Bekanntmachung

Bekanntmachung an die Gläubiger erfolgen in den vom Gesetz vorgeschriebenen Fällen durch Veröffentlichung im Schweizerischen Handelsamtsblatt

Publikationsorgan der Gesellschaft ist das Schweizerische Handelsamtsblatt

Notariat Hottingen-Zürich

18.

Zürich, den 27 September 2006

Zürich

Notar

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Lin Lale / Cork

Oeffentliche Urkunde

uber die

Beschlüsse der ausserordentlichen Generalversammlung

- Sitzverlegung und Statutenänderung -

der

<u>Humatica AG</u>

mit Sitz in 8332 Russikon

Im Amtslokal des Notariates Hottingen-Zurich hat heute eine ausserordentliche Generalversammlung der oben erwähnten Gesellschaft stattgefunden Ueber deren Beschlüsse errichtet die unterzeichnende Urkundsperson nach den Bestimmungen des Schweizerischen Obligationenrechts (OR) diese öffentliche Urkunde.

I

Herr Andros *Payne, Bruderbüelstrasse 28, 8332 Russikon,* eröffnet als einziger Verwaltungsrat die Versammlung und übernimmt den Vorsitz. Er zeichnet ebenfalls als Stimmenzähler und Protokollführer

Der Vorsitzende stellt fest

- es sind weder Organvertreter noch andere abhängige Stimmrechtsvertreter im Sinne von Art. 689c OR vorgeschlagen, noch uben Depotvertreter im Sinne von Art. 689d OR Mitwirkungsrechte aus.

- das gesamte Aktienkapital der Gesellschaft von Fr. 100'000.-- ist vertreten.

- die heutige Generalversammlung ist als Universalversammlung im Sinne von Art 701 OR konstituiert und beschlussfähig

Gegen diese Feststellungen wird kein Widerspruch erhoben

II.

Die Generalversammlung beschliesst den Sitz der Gesellschaft von Russikon nach 8032 Zürich zu verlegen

Die Generalversammlung nimmt zur Kenntnis, dass die neue Geschäftsadresse (eigene Büros) lautet· Forchstrasse 239, 8032 Zurich

III

Die Generalversammlung beschliesst einstimmig, die bisherigen Statuten der Gesellschaft einer generellen Revision zu unterziehen. Der Statutenentwurf liegt vor

Die Generalversammlung verzichtet auf artikelweise Beratung und beschliesst einstimmig, diesen Entwurf unverändert als neue, einzig gultige Statuten der Gesellschaft festzulegen und die bisherigen Statuten ausser Kraft zu setzen.

Die genehmigten neuen Statuten sind Bestandteil dieser Urkunde

I certify this to be a true copy of the original

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IV.

Die Generalversammlung beschliesst einstimmig, Herrn Andreas Knobloch, deutscher Staatsangehöriger, in Bad Herrenalb, in den Verwaltungsrat zu wählen

V

Der Verwaltungsrat muss die Beschlüsse der Generalversammlung über die Statutenänderung beim Handelregister anmelden, Art 647 Abs. 2 OR

Zürich, den 28. September 2006

Der Vorsitzende, Protokollführer
und Stimmenzähler:

Andros Payne,
einziges Mitglied des Verwaltungsrates

NOTARIAT HOTTINGEN-ZUERICH

NOTARIAT HOTTINGEN-ZÜRICH

Hans-Rudolf Sulzer, Notar

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC031327

UK Establishment No. BR016394

The Registrar of Companies hereby certifies that

HUMATICA AG (LONDON BRANCH)

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 **1st May 2013**.

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES