

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8584288

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

B-OPEN 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 25th June 2013



N08584288U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 25/06/2013



X2B9B2YW

*Company Name
in full:*

B-OPEN LTD

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**9 SEAGRAVE ROAD
LONDON
ENGLAND
SW6 1RP**

I wish to adopt entirely bespoke articles

Company Director ***1***

Type: **Person**
Full forename(s): **ALESSANDRO**

Surname: **AMICI**

Former names:

Service Address: **9 SEAGRAVE ROAD**
 LONDON
 LONDON
 ENGLAND
 SW6 1RP

Country/State Usually Resident: **ITALY**

Date of Birth: **03/07/1972** *Nationality:* **ITALIAN**
Occupation: **SOFTWARE DESIGNER**

Consented to Act: **Y** *Date authorised:* **25/06/2013** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MAURIZIO**

Surname: **BOTTACCIO**

Former names:

Service Address: **9 SEAGRAVE ROAD
LONDON
LONDON
ENGLAND
SW6 1RP**

Country/State Usually Resident: **ITALY**

Date of Birth: **12/10/1972** *Nationality:* **ITALIAN**

Occupation: **SOFTWARE DEVELOPER**

Consented to Act: **Y** *Date authorised:* **25/06/2013** *Authenticated:* **YES**

Company Director **3**

Type: **Person**

Full forename(s): **MARCO**

Surname: **MONTUORI**

Former names:

Service Address: **9 SEAGRAVE ROAD
LONDON
LONDON
ENGLAND
SW6 1RP**

Country/State Usually Resident: **ITALY**

Date of Birth: **01/05/1966** *Nationality:* **ITALIAN**

Occupation: **CNR RESEARCHER**

Consented to Act: **Y** *Date authorised:* **25/06/2013** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	3
		<i>Aggregate nominal value</i>	3
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ONE VOTE PER SHARE, WITH RESIDUAL INTEREST, EQUAL RIGHTS TO DIVIDENDS, NO OPTION TO REDEEM

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	3
		<i>Total aggregate nominal value</i>	3

Initial Shareholdings

Name: ALESSANDRO AMICI

Address: 9 SEAGRAVE ROAD
 LONDON
 LONDON
 ENGLAND
 SW6 1RP

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: MAURIZIO BOTTACCIO

Address: 9 SEAGRAVE ROAD
 LONDON
 LONDON
 ENGLAND
 SW6 1RP

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: MARCO MONTUORI

Address: 9 SEAGRAVE ROAD
 LONDON
 LONDON
 ENGLAND
 SW6 1RP

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

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

Agent's Name: **JONATHAN GARDNER PURDON**

Agent's Address: **FLAT 47 14 EVAN COOK CLOSE
LONDON
LONDON
ENGLAND
SE15 2HN**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **JONATHAN GARDNER PURDON**

Agent's Address: **FLAT 47 14 EVAN COOK CLOSE
LONDON
LONDON
ENGLAND
SE15 2HN**

THE COMPANIES ACT 2006 COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

B-OPEN 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 by each subscriber

ALESSANDRO AMICI

MAURIZIO BOTTACCIO

MARCO MONTUORI

Dated 25 June 2013

THE COMPANIES ACT 2006 COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

B-OPEN LTD

PRELIMINARY

1. (A) The regulations constituting The Companies (Model Articles) Regulations 2008 shall apply to the Company except in so far as they are excluded or varied by these Articles.

(B) Expressions in these Articles shall bear (where the context so admits) the meanings defined in The Companies (Model Articles) Regulations 2008.

DIRECTORS

2. When the Company has a sole director, the director shall conduct business in accordance with Regulations 7 and 8 of Part 2 of the Model Articles described in 1 (A) above. In this respect all decisions of the sole director shall be regarded as unanimous decisions of the Board of Directors and any regulations relating to quorums at meetings shall not apply.
3. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to a maximum but shall not be less than one.

SHARES

4. Regulation 21 (1) of Part 3 of the Model Articles shall not apply to the Company.
5. Regulation 24 (5) of Part 3 of the Model Articles shall be amended to read "Share Certificates must contain 2 signatures of officers of the Company, or if the Company has a sole director and no secretary, the certificate should contain a witness to the directors signature, or if a seal is in use, to contain the impression of the common seal of the Company in addition to the directors signature".
6. Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable.
7. Subject to the provisions of the Act, the Company may purchase its own shares.

ORGANISATION OF GENERAL MEETINGS

8. Regulation 38 of Part 4 of the Model Articles shall in addition contain the following at the end of the current wording "Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum".
9. A resolution put to the vote shall be decided on a show of hands, unless any person authorised to take part and vote at the meeting shall demand a poll at any time prior to the show of hands taking place.

MEANS OF COMMUNICATION

10. In accordance with Regulation 48 of the Model Articles any communication sent by any instant electronic or other means capable of being received by the person to whom the communication was made, shall be deemed to have been received within 4 hours of the transmission being made. References to “communication” and “electronic communication” shall have the meaning attributed to them by the Electronic Communications Act 2000.

LIEN

11. The Company shall have a first and paramount lien on all shares, whether fully paid or not, for all moneys, whether presently payable or not, registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation.

SEAL

12. The Company shall not be required to hold a company seal, but can, at the discretion of the directors determine to do so.

TRANSFER OF SHARES

13. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares.

MEMBERS

14. The liability of the members is limited to the amount, if any, unpaid on any shares held by them regardless of class and denomination.

SOLE MEMBERS

15. The directors of the Company shall cause a written record to be entered into the minute book of the Company of all decisions taken by a sole member under the provisions of these Articles.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

16. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

17. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Dated 25 June 2013