

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8753683

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

BLITZZARD HO. 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 29th October 2013



\*N08753683R\*

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



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Companies House**

— for the record —

# IN01(ef)

## Application to register a company

*Received for filing in Electronic Format on the: 29/10/2013*



X2K12SUZ

*Company Name  
in full:*

**BLITZZARD HO. LTD**

*Company Type:*

**Private limited by shares**

*Situation of Registered  
Office:*

**England and Wales**

*Proposed Register  
Office Address:*

**SUITE 36 88-90 HATTON GARDEN  
HOLBORN  
LONDON  
UNITED KINGDOM  
EC1N 8PG**

*I wish to adopt entirely bespoke articles*

*Company Director*    ***I***

*Type:*                                **Person**

*Full forename(s):*                **MR MARCO ANTONIO**

*Surname:*                                **DI PRATO**

*Former names:*

*Service Address:*                        **SUITE 36 88-90 HATTON GARDEN  
HOLBORN  
LONDON  
UNITED KINGDOM  
EC1N 8PG**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **21/11/1978**

*Nationality:*    **GERMAN**

*Occupation:*    **DIRECTOR**

*Consented to Act:*    **Y**

*Date authorised:*    **29/10/2013**

*Authenticated:*    **YES**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>20</b>
		<i>Aggregate nominal value</i>	<b>2000</b>
<i>Currency</i>	<b>EUR</b>	<i>Amount paid per share</i>	<b>100</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

**ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND CAPITAL DISTRIBUTIONS.**

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>EUR</b>	<i>Total number of shares</i>	<b>20</b>
		<i>Total aggregate nominal value</i>	<b>2000</b>

## Initial Shareholdings

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*Name:* BLUE AND GREEN MANAGEMENT  
LTD

*Address:* SUITE 36 88-90 HATTON GARDEN  
HOLBORN  
LONDON  
UNITED KINGDOM  
EC1N 8PG

*Class of share:* ORDINARY A

*Number of shares:* 20

*Currency:* EUR

*Nominal value of  
each share:* 100

*Amount unpaid:* 0

*Amount paid:* 100

## Statement of Compliance

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*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:* **WEST ONE**

*Agent's Address:* **HOLBORN HOUSE 88-90 HATTON GARDENS  
LONDON  
UNITED KINGDOM  
EC1N8PG**

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## *Authorisation*

*Authoriser Designation:* **agent**

*Authenticated:* **Yes**

*Agent's Name:* **WEST ONE**

*Agent's Address:* **HOLBORN HOUSE 88-90 HATTON GARDENS  
LONDON  
UNITED KINGDOM  
EC1N8PG**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BLITZZARD HO. 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 each

Name of each subscriber

BLUE AND GREEN MANAGEMENT LTD

Dated 29 October 2013

## Articles of Association

### General provisions

The Company is subject to the provisions of the table A (Companies (tables A to F) regulations 1985), unless otherwise determined in the following Articles of Association. The special provisions of the following Articles of Association shall replace the regulations of the table A. The regulations of the table A remain applicable if the following provisions only amend or extend the content of the provisions of the table A.

In the case of a single member private limited company the rights and the powers of the shareholders shall be exercised by the sole member of the company.

A later change of the quantity of the shareholders shall be notified in the register of members.

### Share capital

1. For each share held by the shareholder the Company shall issue one certificate without payment.

2. The board of directors shall be responsible for the issuing and, exercising its discretion, the board may issue the shares pursuant to the amount and the quantity. The directors may be deprived of their power to issue or to allot shares by a resolution of the general meeting with a simple majority of votes.

3. The shareholders shall have a right of pre-emption on the Company's shares offered for sale in relation to each shareholder's interest in the Company. The shares shall be offered to each shareholder before they are offered to persons without an interest in the Company. The offer to the shareholders shall be in writing. The shareholders may accept the offer within ten days. If the shareholders refuse or do not accept the offer within this period of time, the shares may be offered to persons without an interest in the company.

4. A share shall be paid at the time of allotment. The Company shall have a first lien on every share not being fully paid and on any amount payable in respect of it to the Company. The Company shall have a right to pledge the share pursuant to the amount payable in respect of it to the Company. The Company may give a loan to a shareholder for the purpose of purchase of a share.

5. A shareholder ceases his interest in the Company by being deprived of a share or by transferring it to the Company.

6. The directors may reject the transfer of shares by refusing the required recording into the register. The recording may be rejected in the case of fully or partly unpaid shares or moneys to the Company.

7. It is agreed that existing shares can be converted to Bearer Shares by means of a board resolution.

## General meetings

1.The board of directors may convene a general meeting of the shareholders. On the demand of any shareholder, who is holding 10 % or more of shares, the directors are obliged to call a general meeting.

2.A notice in writing shall be given to the shareholders for the general meeting. The notice shall specify the agenda, the place and time of the meeting. It shall indicate to the shareholders that a representation of a shareholder, who may not attend a meeting, shall be valid and effective by one proxy, authorized by the shareholder, as if the same had been attend the general meeting. The notice may keep a time limit of 23 days. Section 38 of table A therefore is not applicable in this case.

3.The proxy, appointed by the shareholder's discretion, may attend a general meeting and is allowed to vote on behalf of the represented shareholder. The shareholder's representation by a proxy must be indicated in writing to the board at the beginning of the meeting. Section 62 of table A therefore is not applicable.

4.At least two shareholders entitled to vote, present in the meeting in person or represented by a duly authorized proxy, shall be a quorum. A shareholder whose share is not fully paid and to whom, therefore, a call has been made is not entitled to vote. If the required quorum is not present, the meeting shall stand adjourned for ten days. In this case, the directors give notice in writing to the shareholders for the new appointment. Minutes shall be taken of the adjournment and its reason.

5.In each meeting, first of all, a chairman must be elected. The chairman directs the meeting, pursuant to the agenda, and the demanded vote. A vote shall be decided in public and by the show of hands. It shall be decided by resolution with a simple majority of votes. Instead of the cases, a simple majority is not accepted by law. In the case of any equality of votes, the chairman shall have a casting vote.

6.The resolutions passed at the general meeting shall be in writing and signed by all the shareholders personally or by their proxies. Due to this, a resolution is valid and effective, even if the requirements of the notice for the meeting and of the vote or any other requirement with regard to the procedure is not fulfilled.

## Board of directors

1.The external and internal affairs of the Company, such as the representation of the Company in and out of court, the organization and administration of the Company, the controlling, marketing and other commercial activities, shall be managed by at least one director. If the board only consists of one director, the sole director shall exercise all powers given to him by the Articles of Association and the Memorandum of Association. If the board consists of more than one director, the directors have to represent the company together.

2.The board of directors shall manage the daily business of the Company and shall exercise the control over the agents, employees, consultants and other persons working for and in the name of the Company. The board shall be entitled to direct the Company and to act on behalf of the Company according to the Articles of Association and the Memorandum of Association. The powers of the board may not be limited. A duly exercised affair may be valid notwithstanding a later change of the powers of the board or any

defect that may afterwards be discovered.

3.A director shall be elected at the general meeting by simple majority of votes and shall be appointed by a resolution of the shareholders. A person must not be appointed as director in the case of having a criminal record, suffering from a mental incapacity or becoming bankrupt.

4.In the case of having a criminal record, suffering from a mental disorder or becoming bankrupt, an appointed director shall be relieved from office by a resolution of the general meeting. Besides, a director shall be removed from office if he is unable to exercise his powers due to illness or absence for a long period of time. A director's office shall not cease after an expiration of a determined period of time. Sections 73 to 80 of table A are not applicable.

5.A director may not appoint a person to participate and to vote in the general meeting as a director or as an agent. Section 65 of table A is not applicable.

6.Each director may receive a proper remuneration for the occupations in connection with the Company's business. Besides, the Company shall be obliged to reimburse each director's expenses. A resolution of the general meeting may determine the details for the remuneration and the reimbursement of expenses, like the amount of the remuneration or the way of repayment.

7.The board of directors may convene a meeting of the directors in order to decide questions of the Company's business. Questions arising at any meeting shall be decided by a simple majority of votes. Minutes shall be taken of each meeting. A notice for the meeting shall be given orally or in writing to each director. In each meeting, first of all, a chairman must be elected. The chairman directs the meeting and the votes. A vote shall be decided in public and by the show of hands. In the case of any equality of votes, the chairman shall have a casting vote. The participation in the meeting and the communication with the present board members may be guaranteed for an absent director by the use of electronic communications, such as telephone, internet and video conference. In the case of a sole director, this clause is not applicable.

8.A director shall not vote at a meeting of the board on any resolution concerning a matter in which he has a direct or indirect interest or duty which may conflict with the interest of the Company. In this case, the director shall give notice to the board. A sole director shall give a notice to the shareholders, and he only may act with the consent and pursuant to the order of the shareholders. A conflict of interest shall not exist in any case of mere advantage for a director.

9.Exercising its discretion, the board is entitled to delegate conditionally or not any of its powers to one director or to a committee consisting of certain members of the board. The delegation may be changed or terminated by the board or the director who has delegated the powers. The person authorized by the board or one director shall be bound to the regulations of the Articles of Association and the Memorandum of Association like each director.

#### Administration and Procedure

1.A secretary shall be appointed by the board of directors. The board shall

employ the secretary on behalf of the Company by a contract in which the conditions of employment shall be regulated.

2. In a company which has a common seal, the seal shall only be used by an authorized director. The board of directors may determine one of the directors who shall sign any instrument to which the seal is affixed. In the case of a sole director, the latter shall be allowed to use the seal without prior determination.

3. The shareholders shall be entitled to inspect the records, books and documents of the Company and have the right to be informed by the board of directors.

#### Profit

1. All dividends shall be paid proportionally to the amounts paid up on the shares and according to the amounts paid up on each certificate of share. The shareholders may determine the amount in a general meeting with simple majority of votes. The amount (in per cent) of the annual profit which shall be kept as a reserve and which shall be used as an investment, shall be determined by a resolution of the shareholders with a simple majority of votes.

2. Any dividend may be paid by remittance to the bank account of each shareholder or by cheque sent by post to the registered address of the entitled person. Any payable dividend which has remained unclaimed shall be forfeited after fourteen years.

#### Notices

Notices may be sent to the shareholders by post, by fax or by e - mail to the registered or notified address. In relation to electronic communications, "address" includes any number or address used for the purpose of such communication. In the case of joint holders of a share, it is sufficient to send a notice to one of the joint shareholders. Where a notice is sent by post, the service of the notice shall be deemed to be effected at the expiration of forty - eight hours after the letter is posted. In the case of a fax or an e - mail, the service of the notice is deemed to be effected after being sent in a duly way.

#### Exemption of liability

Every director, other member of the board of directors and secretary of the Company shall be exempt from any liability if acting in due care and good faith, i.e. not committing a breach of duty or a breach of confidence and not acting even intentionally or negligently. For this purpose the company shall take out a third - party insurance for the persons mentioned above.

#### Memorandum of Association

The Companies Acts 1985 to 2007

Private Limited Company by Shares

1. Blitzzard Ho. LTD is the name of the Company.
2. The company's registered office will be situated in England.
3. The object for which the Company is established is to carry on trade and business as a general commercial company.
4. The Company shall have the following powers exercisable in furtherance of its said object but not otherwise, namely (as examples):
  - a) To purchase, take on lease or in exchange, hire or in other way acquire any personal property or real, and in particular any land, buildings, offices and any rights, easement and privileges necessary and convenient for the purposes of the Company, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of any such property;
  - b) To take and accept any gift of property or other asset;
  - c) To construct, built, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Company;
  - d) To accept, draw, make, endorse, discount, execute and issue, bills, cheques and other negotiable or transferable instruments and to operate bank accounts in the name of the Company;
  - e) To borrow and lend money with or without guarantee or interests and to invest funds of the Company, which is not immediately required for its objects in or on such investment securities or property in the discretion of the company;
  - f) To acquire, sign, resign, sell and deal with any rights, shares, stocks and any other securities of or for the company. Also to acquire and resign any bonds, debentures and any other guarantees and exercise the rights and power of these;
  - g) To form, found, establish, bring out or assist in bringing out any other company having objects similar or partly similar to those of the Company, and to subscribe for and take shares or debentures, bonds or obligations of any such company;
  - h) To form, manage and control, or just assist in it, any business or undertaking of other companies or funds and trusts having objects similar or partly similar to those of the Company, and to acquire, participate in or cooperate with these companies, funds or trusts;
  - i) To form, manage and control, or just assist in it, any business or undertaking of a second establishment and branch of the Company all over the world;
  - j) To act as a trader, publisher, distributor, dealer, promoter, agent or manufacturer of any product;
  - k) To acquire, lease, exchange, grant, use, dispose of, hire or hold concessions, patents, licenses, trade marks, copyrights and any other rights in intellectual property;
  - l) To promote, encourage, take part in or assist the development and the

research of any product, service or process;

m) To exercise debt collection and to accept the payment of debts by third persons instead of the debtor;

n) To pay debts of third persons and to grant guarantees and sureties;

o) To employ and pay specialists, consultants or any professional, technical or skilled person to supervise, organize, investigate, advise and carry on the work of the Company;

p) To take care for the benefit of the employees and ex-employees of the Company and to pay rents, supplements, gratuities and other financial help to the members or ex-members of the Company or their family and heirs;

q) To form and perform any legally valid contract in order to attain the subjects above, and to resign and terminate any contract;

r) All other lawful actions which may be necessary, incidentally or conduively, for the attainment of the above object;

s) To alter its Memorandum with respect to the statement of the Company's object.

5. The board of directors is authorized to carry on any business action to the advantage of the Company in order to realize the main object and the powers of the Company. Each director is entitled to act on behalf of the Company in and out of court.

6. The liability of the shareholders is limited.

7. The company's capital of shares is €2000. It is divided into 20 shares of €100 each.

We subscribe this Memorandum of Association and wish to be formed into a Company according to this Memorandum of Association and apply for the registration of the Company and we agree to become shareholders of this Company and to take the number of the shares allotted to each subscriber.