NJM

Companies House

691

ↄHWP000

nis form must be completed for all
ᑦace of Business registrations
See note below for re registration
om a Branch)

This form should be completed in black.

Return and declaration delivered for registration of a place of business of an oversea company

(Pursuant to section 691 of the Companies Act 1985)

Previous branch number (if applicable): 27499

For official use only

Company name: orangeglobal Business Services GmbH

Country of incorporation: Germany

Address of place of business in Great Britain:

267 Banbury Road

Summertown

Post town: Oxford

County / Region: Oxfordshire

Postcode: OX2 7HT

Either

Constitution of the company

A certified English translation must be included

Delete as applicable

Mark appropriate box es)

A certified copy of the

#

☑ Instrument(s) constituting or defining the constitution of the company, and

☑ A certified translation

* is / are delivered for registration

The company must deliver certified copies of its constitutional documents (with certified translations) and the particulars of the company's directors and secretary However if the company is closing a branch registration and effecting a place of business registration it may rely on the documents or the particulars of the directors and secretary previously filed in that part of Great Britain provided any relevant alterations to those documents have been updated on the register

OR

The

#

☐ The constitutional documents (and a certified translation*)

* and / or

☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company registered at this registry

Branch:

(04/02)

WEDNESDAY

AKS9RPEP

A47 09/05/2007 107

COMPANIES HOUSE

)irectors *(See notes 3 4 and 5)*

Name * Style/Title	CD Mr
Forenames	Harald
Surname	Schmid
* Honours etc	
Previous forenames	
Previous surname	
Address ††	AD Rulaender Weg 13
Post town	Ulm
County / Region	Baden-Wuerttemberg
Postcode	89075
Country	Germany
Date of birth	DO 2 3 1 1 1 9 4 7
Nationality	NA German
Business occupation (if any) If none other directorships	OC Managing Director
	OD

Tick this box if the ddress shown is a ervice address for ie beneficiary of a onfidentiality Order ranted under ection 723B of the ompanies Act 1985 therwise, give your usual residential ddress In the case I a corporation, ive the registered r principal office ddress ☐

(See note 5)

Name * Style/Title	CD
Forenames	
Surname	
* Honours etc	
Previous forenames	
Previous surname	
Address ††	AD
Post town	
County / Region	
Postcode	
Country	
Date of birth	DO
Nationality	NA
Business occupation (if any) If none other directorships	OC
	OD
Voluntary details	

Tick this box if the ddress shown is a ervice address for he beneficiary of a onfidentiality Order ranted under ection 723B of the ompanies Act 1985 therwise, give your usual residential ddress In the case f a corporation, give he registered or rincipal office ☐

(See note 5)

·ompany Secretary(ies)

-- notes 4 and 6)

ame

* Style/Title	CS Mr
Forenames	Harald
Surname	Lange
* Honours etc	
Previous forenames	
Previous surname	
Address ††	AD Am Sudhaus 9
Post town	Ulm
County / Region	Baden-Wuerttemberg
Postcode	89077
Country	Germany

Tick this box if the ıdress shown is a ·rvice address for e beneficiary of a ɔnfidentiality Order anted under ection 723B of the ompanies Act 1985 herwise give your ısual residential ıdress In the case a corporation give e registered or incipal office

ıame

* Style/Title	CS
Forenames	
Surname	
* Honours etc	
Previous forenames	
Previous surname	
Address ††	AD
Post town	
County / Region	
Postcode	
Country	

Tick this box if the ıdress shown is a ·rvice address for ıe beneficiary of a onfidentiality Order ranted under ection 723B of the ompanies Act 1985 therwise give your usual residential ddress In the case f a corporation give ıe registered or rincipal office

'erson(s) authorised

s … some one or more e sons esident in Great … a … authorised to accept … the company s behalf e… ices o process and any o… ce equired to be s… ed on it

* Style/Title	
Forenames	
Surname	
Address	
Post town	
Country / Region	
Postcode	

Voluntary details

erson(s) authorised *(continued)*

s ... some one or more ... resident in Great ... authorised to accept ... the company's behalf ... process and any ... required to be ...

* Style/Title	Mrs
Forenames	Arminder
Surname	Deol
Address	267 Banbury Road
Post town	Oxford
Country / Region	UK
Postcode	OX2 7HT

* Style/Title	
Forenames	
Surname	
Address	
Post town	
Country / Region	
Postcode	

* Style/Title	
Forenames	
Surname	
Address	
Post town	
Country / Region	
Postcode	

* Style/Title	
Forenames	
Surname	
Address	
Post town	
Country / Region	
Postcode	

Voluntary details

eclaration *(See note 8)*

Full name and address

I Mr Harald Schmid

of (address) Rulaender Weg 13

89075 Ulm, Germany

† *delete as applicable*

a † director/ † secretary/ † person authorised to accept on the company's behalf service of process or any notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Great Britain on

Day	Month	Year
0 1	0 3	2 0 0 7

(enter date)

and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Signed

(Harald Schmid)

URNr. W 1100/2007

Declared at D 89231 Neu-Ulm/Germany by Mr. Harald S c h m i d , managing director, born 23.11.1947, who is personally known to me,

a c t i n g

on behalf of "Orangeglobal Business Services GmbH", Am Sudhaus 9, D 89077 Ulm/Germany.

on

Day	Month	Year
1 2	0 4	2 0 0 7

before me Notary Dr. Christian Winkler

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths. *(See note 8)*

(Dr. Winkler)

..mbe of continuation sheets attached

..hom should Companies House ..ect any enquiries about the ..rmation on this form?

Mr Patrick Fotheringham

Am Sudhaus 9

Ulm, Germany Postcode 89077

Telephone +49 (731) 954 95 - (0) Extension 41

..ease ensure the form is fully ..mpleted and then send it to ..e Registrar of Companies at

Companies House, Crown Way, Cardiff CF14 3UZ
for companies establishing a place of business in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies establishing a place of business in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

...sregister B des ...gerichts Ulm	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 14 3 2007 8:45	Nummer der Firma **HRB 1672**
-Amtlicher Ausdruck-	Seite 1 von 2	

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift

1 **Anzahl der bisherigen Eintragungen:**

1

2 **a) Firma**

Orangeglobal Business Services GmbH

b) Sitz, Niederlassung, Zweigniederlassungen:

Ulm

c) Gegenstand des Unternehmens·

Erbringung von Dienstleistungen sowohl in Einzelleistung als auch im Workflow mit durchgängig kompatiblen IT-Prozessen als strategischer Outsourcingpartner für international ausgerichtete Unternehmen, um in internationalen Märkten deren Wettbewerbsfähigkeit und Kostenreduzierungspotentiale zu erhöhen Die Dienstleistungen umfassen insbesondere Globalization Consulting, efficience Consulting, Übersetzungen, multilinguales Desktop Publishing, Print, Dolmetscher Service, technische Dokumentationen, Management multilingualer Dokumente, Internationaler Produkt Research, Testing, E-Learning, Web-Lokalisierung, Website Internationalisierung, Technische Event Services, Audiovisuelle Services, Videokonferenz Services, Veranstaltung von Seminaren sowie ähnliche oder damit zusammenhängende Tätigkeiten

3 **Grund- oder Stammkapital:**

50 000,00 DEM

4 **a) Allgemeine Vertretungsregelung·**

Ist nur ein Geschäftsfuhrer bestellt, vertritt er allein Sind mehrere Geschäftsfuhrer bestellt, vertreten zwei gemeinsam oder ein Geschäftsführer mit einem Prokuristen Einzelvertretungsbefugnis kann erteilt werden

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschaftsfuhrer, Vertretungsberechtigte und besondere Vertretungsbefugnis

Einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen
Geschäftsfuhrer Schmid, Harald, Kaufmann, Ulm

5 **Prokura**

---

6 **a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag.**

Gesellschaft mit beschränkter Haftung

Gesellschaftsvertrag vom 31 05 1985
Zuletzt geändert durch Beschluss vom 14 01 2005

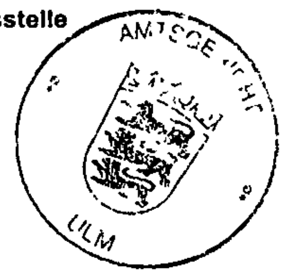
b) Sonstige Rechtsverhältnisse

---

7 **a) Tag der letzten Eintragung·**

05 04 2006

Ulm, 14 03 2007
Der Ausdruck bezeugt den Inhalt des
Handelsregisters
Durmaz, Justizfachangestellte
Urkundsbeamter der Geschäftsstelle



Certified Translation from German into English

Trade Register B of the Local Court of Ulm	Division B Rendition of current content of the register Retrieval on March 14, 2007 8.45	Number of the company **HRB 1672**
- Official Printout -	Page 1 of 2	
This printout is not signed and constitutes a certified copy.		

1. **Number of previous entries:**

   1

2. **a) Company name:**

   Orangeglobal Business Services GmbH

   b) Place of business, head office, branch offices

   Ulm

   Object of the company:

   Rendering of services in single performance units as well as within the framework of workflows in generally compatible IT-processes as strategic outsourcing partner of enterprises with international orientation, for the purpose of improving competitiveness and cost reduction potentials in international markets. These services shall in particular comprise globalization consulting, efficiency consulting, translations, multilingual desktop publishing, print, interpreting service, technical documentation, management of multilingual documents, international product research, testing, E-learning, web-localisation, website internationalisation, technical event services, audiovisual services, video conference services, staging of seminars and similar and/or any related activities

3. **Nominal or share capital**

   50,000 00 DEM

4. **a) General representation ruling:**

   If only one managing director is appointed, then he shall represent the company alone If several managing directors are appointed, then two directors or one director jointly with one holder of special authority (Prokurist) shall represent the company Power of sole representation may be granted

   b) Board of Directors, Management, managing directors, personally liable partners, managing directors, authorised representatives and special representation authority

   Power of sole representation including authorisation to conclude transactions in the name of the company with himself in his own name or as representative of a third party
   Managing director Schmid, Harald, Merchant, Ulm

5. **Special authority (Prokura)**

---

6. **a) Legal form, commencement, statutes or shareholders' agreement**

Limited liability company (GmbH)

Shareholders' agreement dated May 31, 1985
Last amended by resolution dated Jan. 14, 2005

b) Other legal relations:

Trade Register B of the Local Court of Ulm	Division B Rendition of current content of the register Retrieval on March 14, 2007 8 45	Number of the company **HRB 1672**
- Official Printout -	Page 2 of 2	
This printout is not signed and constitutes a certified copy.		

7 Date of last enty

April 05, 2006

Ulm, March 14, 2007
The printout testifies the content of the trade register
Durmaz, judicial clerk
Registrar of the Court Management Office

Seal· Local Court of Ulm

Certified Translation from German into English

Coat of Arms

CERTIFIFCATE

Regıster of deeds No A 127/2005

Notaries
Prof. Dr. Rainer Kanzleiter
Dr. Christian Winkler

89231 Neu-Ulm, Augsburger Straße 10, Telephone 0731/707800, Telefax 0731/7078049

Authenticated Copy

Register of deeds No A 127/2005

Certificate

SHAREHOLDERS' AGREEMENT

of
"Orangeglobal Business Services GmbH"

§ 1
Company name and head office

(1) The name of the Company is

"Orangeglobal Business Services GmbH"

(2) The head office of the Company is Ulm.

§ 2 <u>Object</u>

(1) The object of the Company is to render of services in single performance units as well as within the framework of workflows in generally compatible IT-processes as strategic outsourcing partner of enterprises with international orientation, for the purpose of improving competitiveness and cost reduction potentials in international markets

These services shall in particular comprise globalization consulting, efficiency consulting, translations, multilingual desktop publishing, print, interpreting service, technical documentation, management of multilingual documents, international product research, testing, E-learning, web-localisation, website internationalisation, technical event services, audiovisual services, video conference services, staging of seminars and similar and/or any related activities

(3) The Company may establish, acquire or participate in identical or similar enterprises within and outside the country, it may grant country and master licences and, otherwise, pursue all businesses, which are in any manner supportive or useful to the object of the Company, the Company shall also be authorised to establish branch offices within and outside the country

§3
<u>Nominal capital</u>

(1) The nominal capital of the company is

DM 50,000 --

- Fifty thousand German Marks -

(2) The nominal capital of the Company in the amount of DM 50,000 -- was taken over by Mr Harald Schmid in the amount of DM 47,500.-- and by Ms Heidi Schmid in the amount of DM 2,500 -- upon its establishment The initial contribution in the amount of 50% was payable immediately and the remainder without delay upon call by the Company's management

§ 4
Management

The company shall have one or several managing directors.

If only one managing director exists, he shall represent the company on his own

If several managing directors have been appointed, the company is represented jointly by two managing directors or by one managing director jointly with one holder of "Prokura" Also when several managing directors exist, the shareholders' assembly may grant all or some of them sole power of representation The assembly may liberate managing directors from the restrictions of Section 181 BGB [*Civil Code*]

§ 5
Financial year

Financial year is the calendar year

§ 6

Announcements

Announcements of the Company shall be published in the Bundesanzeiger [*official gazette*]

§ 7

Death of a Shareholder

(1) The shares in the company are transferable by inheritance, so that a deceased shareholder will be replaced by his heirs and/or legatees

(2) Upon the death of a shareholder, the shareholders' assembly may however, within a period of six months, decide with simple majority that the heirs of the deceased shareholder shall resign from the Company with effect from the end of the current financial year The heirs of the deceased shareholder shall have a right to vote in this shareholder resolution.

§ 8

Expenses for establishment of the Company

All costs and taxes connected with the establishment of the Company up to an amount of 2,000 -- DM shall be borne by the Company, any costs in excess of this shall be borne by the shareholders

§9

Final provisions

In so far as above provisions do not contain any special rulings, the regulations provided by law shall apply, particularly the rulings of the GmbH-law [*law on limited liability companies*]

Register of deeds No A 127   /2005

The undersigning notary certifies that above text represents the complete wording of the shareholders' agreement

"Orangeglobal Business Services GmbH"

and that accordingly, the amended provisions are concurrent with the resolution on the amendment of the shareholders agreement and that the unamended provisions are concurrent with the wording of the shareholders agreement last filed with the trade register

To this end, the following documents had been submitted

the resolution on the amendment of the shareholders agreement dated Jan 14, 2005, register of deeds no A 126,

and the wording of the shareholders agreement as last filed with the trade register, dated Jan 24, 1995, register of deeds no A 386.

Neu-Ulm, Jan 14, 2005/hr
Notary Public
signed Prof. Dr Kanzleiter

Seal Prof Dr Rainer Kanzleiter, Notary Public in Neu-Ulm

This is to certify that the copy is a true copy of the original

Ribbon and Seal Neu-Ulm, Jan 20, 2005/Sch

Notary Public

Signature illegible

(Prof Dr Kanzleiter)

This is to certify that above translation from the German into the English language, as per attached copy of the original text, is complete and correct

The translation contains 7 pages and refers to the attached text

Osterode, April 24, 2007 D. Wacker

Dorothea Wacker
Sworn translator for English, Dutch and Italian
Registered at the Regional Court of Gottingen

URKUNDE

U.R.Nr. A 127/2005

Notare
Prof. Dr. Rainer Kanzleiter
Dr. Christian Winkler

89231 Neu-Ulm, Augsburger Straße 10, Telefon 0731/707800, Telefax 0731/7078049

Beglaubigte Abschrift

U R Nr A 127/2005

B e s c h e i n i g u n g

GESELLSCHAFTSVERTRAG
der
"Orangeglobal Business Services GmbH"

---

§ 1
<u>Firma und Sitz</u>

(1) Die Firma der Gesellschaft lautet.

"Orangeglobal Business Services GmbH".

(2) Sitz der Gesellschaft ist Ulm.

§ 2
<u>Gegenstand</u>

(1) Gegenstand des Unternehmens der Gesellschaft ist die Erbringung von Dienstleistungen sowohl in Einzelleistung als auch im Workflow mit durchgangig kompatiblen IT-Prozessen als strategischer Outsourcing-partner fur international ausgerichtete Unternehmen, um in internationalen Markten deren Wettbewerbsfahigkeit und Kostenreduzierungspotentiale zu erhohen

(2) Die Dienstleistungen umfassen insbesondere Globalization Consulting, efficience Consulting, Ubersetzungen, multilinguales Desktop Publishing, Print, Dolmetscher Service, technische Dokumentationen, Management multilingualer Dokumente, Internationaler Produkt Re-

search, Testıng, E-Learnıng, Web-Lokalısıerung, Websıte Internatıonalısıerung, Technische Event Servıces, Audıovısuelle Servıces, Vıdeokonferenz Servıces, Veranstaltung von Semınaren sowıe ahnlıche oder damıt zusammenhangende Tatıgkeıten

(3) Dıe Gesellschaft kann ım In- und Ausland gleıche oder ahnlıche Unternehmen grunden, erwerben, sıch an solchen beteılıgen sowıe Landes- und Masterlızenzen vergeben und ım ubrıgen alle Geschafte vornehmen, dıe dem Fırmenzweck ırgendwıe forderlıch oder nutzlıch sınd, sıe ıst auch berechtıgt, Zweıgnıederlassungen ım In- und Ausland zu errıchten "

§ 3
Stammkapıtal

(1) Das Stammkapıtal der Gesellschaft betragt

DM 50 000,--

- Deutsche Mark funfzıgtausend -

(2) Das Stammkapıtal der Gesellschaft zu DM 50 000,-- ıst beı deren Grundung von Herrn Harald Schmıd ın Hohe von DM 47 500,-- und von Frau Heıdı Schmıd ın Hohe von DM 2.500,-- ubernommen worden, wobeı dıe Stammeınlage ın Hohe der Halfte sofort eınzuzahlen waren, ım ubrıgen unverzuglıch nach Aufforderung durch dıe Geschaftsfuhrung

§ 4

Geschäftsfuhrung

Die Gesellschaft hat einen oder mehrere Geschaftsfuhrer.

Ist nur ein Geschaftsfuhrer vorhanden, so vertritt dieser die Gesellschaft alleine.

Sind mehrere Geschaftsfuhrer bestellt, so wird die Gesellschaft gemeinschaftlich durch zwei Geschaftsfuhrer oder durch einen Geschaftsfuhrer gemeinschaftlich mit einem Prokuristen vertreten.
Die Gesellschafterversammlung kann auch bei Vorhandensein mehrerer Geschaftsfuhrer allen oder einzelnen von ihnen Alleinvertretungsbefugnis erteilen. Sie kann Geschaftsfuhrer von den Beschrankungen des § 181 BGB befreien.

§ 5

Geschaftsjahr

Das Geschaftsjahr ist das Kalenderjahr.

§ 6

Bekanntmachungen

Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger.

§ 7

Tod eines Gesellschafters

(1) Die Geschaftsanteile sind vererblich, so daß anstelle eines verstorbenen Gesellschafters dessen Erben bzw. Vermachtnisnehmer treten.

(2) Nach dem Tod eines Gesellschafters kann jedoch die Gesellschafterversammlung mit einfacher Mehrheit innerhalb einer Frist von sechs Monaten beschließen, daß die Erben des verstorbenen Gesellschafters zum Ende des laufenden Geschaftsjahres aus der Gesellschaft ausscheiden. Die Erben des verstorbenen Gesellschafters sind bei diesem Gesellschafterbeschluß stimmberechtigt.

§ 8

Grundungsaufwand

Alle mit der Errichtung der Gesellschaft verbundenen Kosten und Steuern tragt die Gesellschaft bis zu einem Betrag von 2.000,-- DM, daruber hinaus werden sie von den Gesellschaftern getragen.

§ 9

Schlußbestimmungen

Soweit die vorstehenden Bestimmungen keine speziellen Regeln enthalten, gelten die gesetzlichen Vorschriften, insbesondere die Regeln des GmbH-Gesetzes.

U R Nr A 127 /2005

Der unterzeichnende Notar bescheinigt, dass der vorstehende Text den vollstandigen Wortlaut des Gesellschaftsvertrags der

"Orangeglobal Business Services GmbH"

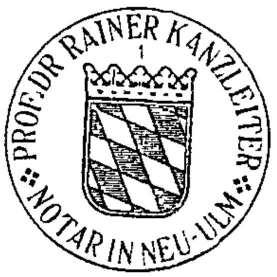
wiedergibt und demnach die geanderten Bestimmungen mit dem Beschluss uber die Anderung des Gesellschaftsvertrages und die unveranderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten Wortlaut des Gesellschaftsvertrages ubereinstimmen

Hierzu lagen mir vor.

der Beschluss uber die Änderung des Gesellschaftsvertrags vom 14 01 2005, U.R.Nr A 126,

und der zuletzt zum Handelsregister eingereichte Wortlaut des Gesellschaftsvertrages vom 24 01.1995, U.R.Nr. A 386.

Neu-Ulm, den 14 01 2005/hr
N o t a r .



gez. Prof Dr. Kanzleiter

Die Übereinstimmung der vorstehenden Abschrift mit der Urschrift wird bezeugt.

Neu-Ulm, den 20 01 2005/Sch
N o t a r

(Prof. Dr Kanzleiter)

FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

(Establishment of a place of business)

Company No. FC027499

The Registrar of Companies for England and Wales hereby certifies that

ORANGEGLOBAL BUSINESS SERVICES GMBH

has this day been registered under Section 691 of the Companies Act 1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 9th May 2007

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— *for the record* —