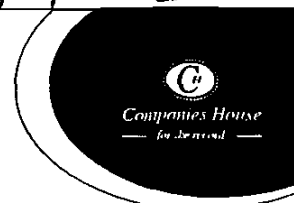


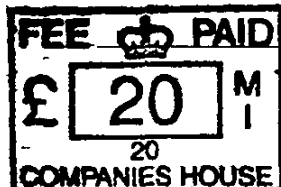
OS IN01

Registration of an overseas company opening a  
UK establishment

FC 30667



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

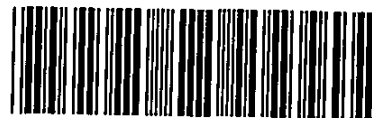


CASH

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

☒ What this form is NOT for  
You cannot use this form to  
the details of an existing con  
officer or establishment

SATURDAY



\*A13G3SPL\*

A21 25/02/2012 #76  
COMPANIES HOUSE  
LD4 09/02/2012 #3  
COMPANIES HOUSE

Part 1

Overseas company details (Name)

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 A1
- 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 \*

A1

Corporate company name

Corporate name<sup>1</sup>

SIRIUS CORPORATION FZ LLC

<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated under  
which you propose to carry on  
business in the UK

A2

Alternative name

The company wishes to register an alternative name under which it proposes to  
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name<sup>2</sup>

Alternative name  
(if applicable)<sup>3</sup>

<sup>2</sup> Please give your corporate name  
as incorporated in your home state  
or country  
<sup>3</sup> 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

A3

Overseas company name restrictions<sup>4</sup>

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

<sup>4</sup> 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](http://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 <sup>①</sup>→ 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<sup>①</sup> 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.UK establishment  
registration numberB R          **B2 Credit or financial institution**Is the company a credit or financial institution? <sup>②</sup>☐ Yes☒ No<sup>②</sup> Please tick one box**B3 Company details**

If the company is registered in its country of incorporation, please enter the details below

Legal form <sup>③</sup>

PRIVATE LIMITED LIABILITY COMPANY

Country of  
incorporation \*

FUJAIRAH

Identity of register  
in which it is  
registered <sup>④</sup>

FUJAIRAH MEDIA FREEZONE BY DECREE (4) OF 2007

Registration number in  
that register1 5 5 5 / 2 0 1 1 <sup>③</sup> This includes whether the company is a private or public company or whether or not the company is limited<sup>④</sup> 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 <sup>⑤</sup>

EMIRI DECREE No (4) OF 2007 FUJAIRA FREE ZONE LAW

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

→ Yes Complete the details below

→ No Go to **Part 3**<sup>⑤</sup> This means the relevant rules or legislation which regulates the incorporation of companies in that state

**OS IN01**

## Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From	<sup>d</sup>	0	<sup>d</sup>	1	<sup>m</sup>	0	<sup>m</sup>	1
To	<sup>d</sup>	3	<sup>d</sup>	1	<sup>m</sup>	1	<sup>m</sup>	2

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months	0	1
--------	---	---

**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

<b>C1</b>	<b>Constitution of company</b>  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. <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution. ● <input checked="" type="checkbox"/> I enclose a certified translation, if applicable. ●	● 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.  ● 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.								
<b>C2</b>	<b>EEA or non-EEA member state</b>  Was the company formed outside the EEA? → Yes Go to Section C3. → No Go to Part 4 'Officers of the company'.									
<b>C3</b>	<b>Constitutional documents</b>  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.									
<b>C4</b>	<b>Information not included in the constitutional documents</b>  Please give the address of principal place of business or registered office in the country of incorporation. ●  Building name/number UNIT P1Z Street RIMAL THE WALK JUMEIRA BEACH RESIDENCE Post town DUBAI County/Region JUMEIRA Postcode <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> Country UAE  Please give the objects of the company and the amount of issued share capital. Objects of the company ● BUSINESS CONSULTANCY AND GENERAL TRADING.  Amount of issued share capital ● 100,000 AED NOMINAL VALEU									

● This address will appear on the public record.  
● Please give a brief description of the company's business.  
● 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

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)	Akintoye
Surname	Akintokun
Former name(s) ❶	

#### 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

Building name/number	13
Street	Majaro street,
Post town	Onike, Yaba
County/Region	Lagos
Postcode	
Country	Nigeria

#### ❶ 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	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> 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 secretary

#### E1 Corporate secretary details<sup>①</sup>

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

**① 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<sup>②</sup>

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<sup>③</sup>

Registration number

**② EEA**  
A full list of countries of the EEA can be found in our guidance  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** 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<sup>④</sup>

If applicable, the  
registration number

**④ 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

## OS IN01

### Registration of an overseas company opening a UK establishment

E5

#### Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>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</p> <p>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</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> 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 ①**

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)	ANTHONY																
Surname	RAPU																
Former name(s) ②																	
Country/State of residence ③	6A AYINDE MAKINDE STREET, LEKKI, LAGOS, NIGERIA																
Nationality	NIGERIAN																
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>9</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>7</td><td>y</td><td>8</td></tr></table>	d	0	d	4	m	0	m	9	y	1	y	9	y	7	y	8
d	0	d	4	m	0	m	9	y	1	y	9	y	7	y	8		
Business occupation (if any) ④																	

**① Corporate details**

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

**② 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.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section F3.

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**F2****Director's service address ⑤**

Building name/number	BERKLEY SQUARE HOUSE
Street	BERKLEY SQUARE
Post town	LONDON
County/Region	LONDON
Postcode	W 1 J 6 A D
Country	UNITED KINGDOM

**⑤ 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.



## OS IN01

### Registration of an overseas company opening a UK establishment

**F4****Director's authority**

	Please enter the extent of your authority as director Please tick one box		<p>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</p> <p>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</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> 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

### Corporate director

<b>G1</b>	<b>Corporate director details ①</b>	
	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		<b>① Registered or principal address</b> 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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
<b>G3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	
	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	<b>④ Non-EEA</b> 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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

## OS IN01

### Registration of an overseas company opening a UK establishment

**G5**

#### Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>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</p> <p>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</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box  <input type="checkbox"/> Alone <input type="checkbox"/> 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

## Part 5 UK establishment details

<b>H1</b>	<b>Documents previously delivered - constitution</b> Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → <b>No</b> Go to <b>Section H3</b> → <b>Yes</b> Please enter the UK establishment number below and then go to <b>Section H2</b>	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<b>H2</b>	<b>Documents previously delivered – accounting documents</b> Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → <b>No</b> Go to <b>Section H3</b> → <b>Yes</b> Please enter the UK establishment number below and then go to <b>Section H3</b>	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
<b>H3</b>	<b>Delivery of accounts and reports</b> Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to <b>Section H4</b> <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to <b>Section H4</b>	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

# OS IN01

Registration of an overseas company opening a UK establishment

**H4**

## Particulars of UK establishment ①

Please enter the name and address of the UK establishment

Name of establishment

SIRIUS CORPORATION FZ LLC

Building name/number

BERKLEY SQUARE HOUSE

Street

BERKLEY SQUARE

Post town

LONDON

County/Region

LONDON

Postcode

W 1 J 6 B D

Country

UNITED KINGDOM

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

Date establishment opened

0 1 0 1 2 0 1 2

Business carried on at the UK establishment

OIL AND GAS TRADING

### ① Address

This is the address that will appear on the public record

## 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)

Victor

Surname

Okoh

### J2 Permanent representative's service address \*

Building name/number

63

Street

Grosvenor Street

Post town

London

County/Region

London

Postcode

W 1 K 3 J G

Country

United Kingdom

**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

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

Mr. Anthony Ngozi Rapu

\* 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.

## OS IN01

Registration of an overseas company opening a UK establishment

### 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)

Victor

Surname

Okoh

### K2

#### Service address of person authorised to accept service ①

Building name/number

63

Street

Grosvenor Street

Post town

London

County/Region

Postcode

W 1 K 3 J G

Country

United Kingdom

##### ① 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.

## OS IN01

Registration of an overseas company opening a UK establishment

### Part 8

### Signature


This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

DIRECTOR

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 Martin Cobblah

Company name

Address 216 Fernhead Road

Post town London

County/Region London

Postcode W 9 3 E J

Country

DX

Telephone

### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

**Articles of Incorporation of  
Sirius Corporation  
FZ LLC  
(CREATIVE CITY)  
P.O. Box 4422 Fujairah, UAE  
Tel: 092244100 Fax: 092244101**

**شركة كاسيرس  
المنطقة الاقتصادية الحرة  
(مدينة الأبدان)  
ص.ب 4422 النجيرة أ.ع.م  
092244100 092244101**

On this day: 07.07.2011 and in  
accordance with the provisions of the Free Zone law and  
this article of incorporation has been agreed by

**1<sup>st</sup> Party**

Company Name: Sirius Energy Resources Limited  
Country of Formation: Nigeria  
Company License Number: RC867211

**2<sup>nd</sup> Party**

Name: Anthony Ngozi Rapu  
Nationality: Nigerian  
Passport No: A02266059

**3<sup>rd</sup> Party**

Name: Augustina Ngozi Rapu  
Nationality: Nigerian  
Passport No: A00744576

**PART 1 – NAME, PURPOSE DURATION AND HEAD OFFICE  
OF COMPANY**

**Article 1:**

Name of the company

(Sirius Corporation FZ LLC)

The term "with limited liability" or "limited" or LLC and  
also the term of "Free Zone company" name. In the event  
of failure on the part of the directors & partners to  
observe the provision they shall be jointly liable to the  
extent of their personal assets towards the company  
obligations in addition to indemnity

**Article 2:**

Purpose of the company As follows: Business Consultancy

By way of realizing its objectives the company may  
interest or engage in any respect in business or individuals  
carrying on similar business or cooperating with the

انه في يوم الموافق \_\_\_\_\_ تم الاتفاق فيما بين  
الموقعين ادناه على تأسيس شركة ذات مسؤولية  
محدودة طبقا لاحكام قانون المنطقة الحرة وطبقا  
لنصوص هذا العقد.

الطرف الاول السيد

الجنسية :

رقم الجواز :

الطرف الثاني :- السيد /

الجنسية

رقم الجواز :

الباب الاول

اسم الشركة وغرضها ومدتها ومركزها الرئيسي

المادة (1)


اسم الشركة :

شركة ذات مسؤولية محدودة ش م ح ، ويجب ان يضاف  
الى اسم الشركة عبارة ذات مسؤولية محدودة ، او  
المحدودة او ش ذ م م . وكذلك ايضا عبارة شركة منطقة  
حرة او ش م ح . فاذا اهل المديرون والشركاء الحكم  
المذكور كانوا مسؤولين في اموالهم الخاصة بالتضامن  
عن التزامات الشركة .

المادة (2)

اغراض الشركة كما يلي :-

ويجوز للشركة في سبيل تحقيق اهدافها ان تكون لها  
مصلحة او تشترك باي وجه من الوجوه مع الهيئات او  
الشركات تشترك باي وجه من الوجوه مع الهيئات او  
الشركات او الافراد الذين يزاولون اعمالا شبيهة دولة  
الامارات العربية المتحدة او في الخارج كما يحوز لها ان  
تدير وتندمج مع الهيئات السالفة او تشتريها او تتحد

I HEREBY CERTIFY THIS DOCUMENT AND ALL  
OTHERS ATTACHED HERE TO AS THE TRUE COPY  
OF THE ORIGINAL.  ANTHONY RAPU  
DIRECTOR 23.02.12

company to achieve the company's object inside or outside the UAE and may manage, merge in buy. Or consolidate with the same pursuant.

**Article 3:**

The company shall carry on it's activity for one calendar year commencing as from it's entry in the free zone special Register, and this term shall be automatically renewable for a similar period or periods, unless either party notifies the order of it's intention not to continue in.

**Article 4:**

The head office of the company shall be in Media Free zone (CREATIVE CITY) in the Emirate of Fujairah- UAE. The company's directors may decide to open to open branch offices or agencies inside, or outside UAE.

**Part 2  
CAPITAL- PORTION**

**Article 5:**

a-The capital of the company has been decided to be 100,000aed

b- The capital of the company divided among the partners in the following manner.

The 1<sup>st</sup> party:

Shares: 55

Amount: 55'000

Percentage:55%

The 2<sup>nd</sup> party:

Shares: 25

Amount: 25'000

Percentage: 25%

The 3<sup>rd</sup> party:

Shares: 20

Amount: 20'000

Percentage: 20%

c. The partners confirm that all shares are in cash, and they will be fully paid in the name of

" Sirius Corporation FZ LLC"

and added to its credit and the sample shares were estimated under the supervision of the auditor as per the

معها .

**المادة (3)**

مدة الشركة سنة واحدة ، تبدأ من تاريخ قيدها فبالسجل الخاص بالمنطقة الحرة تجدد تلقائيا لمدة او مدد مماثلة ما لم يخطر احد الشركاء الآخرين برغبته بعدم التجديد.

**المادة (4)**

المقر الرئيسي للشركة هو المنطقة الاعلامية الحرة ( مدينة الابداع الفجيرة ) بامارة الفجيرة ، ويجوز لمدير الشركة ان يقرروا فتح فروع او وكالات للشركة في دولة الامارات العربية المتحدة او خارجها.

**الباب الثاني  
راس المال - الحصص**

**المادة (5)**

أ-حدد راسمال الشركة بمبلغ. درهم ( فقط لا غير )

ب- قسم راس المال الشركة بين الشركاء كالتالي

الطرف الاول السيد :

عدد الحصص المملوكة له :

القيمة :

النسبة من راس المال :

الطرف الثاني السيد/

عدد الحصص المملوكة له :

القيمة :

النسبة من رأس المال :

ج - يقر الشركاء بأن جميع الحصص النقدية سوف

تودع لدي

فرع الفجيرة باسم شركة وأضيفت لحسابها . وأن

الحصص العينية تم تقديرها بتراضي جميع الشركاء

وإشراف مدقق الحسابات .

**المادة (14) :**

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CPY  
Raf  
DIRECTOR

agreement of all the parties.

**Article 6:**

The shareholders shall not be liable to the company beyond the face value of the portions shares held by them and their liabilities shall not be increased except with the consent of all shareholders.

**Article 7:**

The ownership of a share shall automatically lead to the acceptance of the article of Incorporation and resolutions passed shareholders at the general meeting.

**Article 8:**

Subject to the provisions of this article of incorporation each share entitles its owner the right to have a portion share equal to the portion share of others.

**Article 9:**

- a. Shareholders shall not transfer the portion shares of the company they own to any third party without a written consent of the other shareholders.
- b. All transfer transactions of shares portion shall be entered and registered in the shareholders registry in the company after submission of the transfer signed by the transferee, the company has the right to request the attention or witnessing of the signature of the both parties.

**Article 10:**

The Managing Director Shall have the right to sign all papers and documents and before all official and non-official departments and before the first party. He shall have the right to manage the accounts of the company at the banks, financial and commercial corporations and for the same he shall have all facilities required to upon, operate and close the bank and commercial account and to borrow on behalf of the company.

**Article (11):**

The company's capital may be increased by issuing new portions shares at the same face value as the original portions shares and at may also be decreased after obtaining the approval of the competent authority under the fee zone law.

يكون المدير التنفيذي ( المدراء التنفيذيون ) للشركة مسئولاً اتجاه الشركة والشركاء عن أي خدعة أو سوء استخدام للسلطة أو عن أي خرق للقانون أو عقد تأسيس الشركة وعن كل الأغلاط في الإدارة.

تكون التبليغات والاختارات المشار إليها في هذا العقد سواء كانت بين الشركاء أنفسهم أو بين الشركاء والشركة عن طريق الفاكسات تتبعها خطابات مسجلة

**الباب الرابع**

**الجمعية العمومية**

**المادة (15):**

تمثل الجمعية العمومية المكونة تكويناً صحيحاً جميع الشركاء ولا يجوز انعقادها إلا في مدينة الفجيرة.

**المادة (16):**

لكل شريك الحق في حضور الجمعية العمومية مهما كان عدد الحصص التي يملكها سواء كان ذلك عن طريق الأوصالة أو الإنابة ولكل شريك عدد من الأصوات التي يملكها أو يمثلها

**المادة (17):**

يرأس الجمعية العمومية مدير الشركة أو من ينوب عنه ويعين الرئيس مقررًا للاجتماع لفرز الأصوات على أن تقر الجمعية العمومية تعيينهم.

**المادة (18):**

توجه الدعوة لحضور الجمعية العمومية بموجب خطابات مسجلة وفاكسات ترسل لكل شريك قبل انعقادها بواحد وعشرون يوماً على الأقل . على أن يشتمل خطاب الدعوة على جدول الأعمال ومكان الاجتماع وزماته.

23

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DIRECTOR

Part 3

MANAGEMENT OF THE COMPANY

The company shall have one or several Managers who are appointed and removed by the general assembly of the company resolution.

The Manager/s shall exercise the powers to be delegated by the general assembly by virtue of a special power of attorney.

OR

Article 12:

1. Management Committee Consist of 1 Director.
2. The Board of Directory assumes to design administrative and financial policy for the Co.
3. The directors either jointly or separately has a right to open bank accounts in the name of the Company at the banks operating inside the State or abroad, operate same by depositing, drawing and signing, receiving and endorsing cheques, receive, disburse, pay and sign bank credits, provide undertaking therefore.

Article 13:

Mr. Anthony Rapu shall assume the function of the Managing Director who shall have the powers and authorities determined by The Board of Directors.

Article (14):

The Managing Director(s) shall be responsible to the company and the Partners for any deception or misuse of authority for any violation of the Law or these Articles and for all errors in management.

Advice and notification as referred to in this contract shall be in the form of fax's followed by registered letters, whether they are made between the partners themselves or between them and the company.

PART 4

لمادة (19):

لا يجوز للجمعية العمومية أن تتداول في غير المسائل الواردة بجدول الأعمال المبين في خطاب الدعوة. وتكون القرارات التي تصدرها الجمعية العمومية ملزمة لجميع الشركاء.

المادة (20):

أ- تنعقد الجمعية العمومية كل سنة بناء على دعوة من إدارة الشركة خلال الأربع أشهر التالية لنهاية السنة المالية للشركة ، وتجتمع على الأخص لسماع تقرير المدير عن نشاط الشركة ومركزها المالي والتصديق على الميزانية العمومية وحساب الأرباح والخسائر ، وتحديد حصص الأرباح التي توزع على الشركاء ، وتعيين المدير أو المديرين ، وتحديد مكافأتهم وغير ذلك من المسائل التي لا تدخل في اختصاص الجمعية العمومية العادية .  
لا تكون قرارات الجمعية العمومية صحيحة إلا إذا صدرت بأغلبية الأصوات.

الباب الخامس

السنة المالية للشركة ، مدقق الحسابات  
توزيع الأرباح والخسائر

المادة (21):

أ- تبدأ السنة المالية للشركة في أول يناير وتنتهي في 31 ديسمبر من كل عام عدا السنة المالية الأولى فتبدأ من تاريخ قيد الشركة بالسجل التجاري وتنتهي بنهاية السنة.

- وفي نهاية كل سنة مالية يجري جرد لموجودات الشركة ومطالباتها وعمل حسابات الأرباح والخسائر تمهيدا لإعداد الميزانية

لمادة (22):

يكون للشركة مراجع/ مدقق حسابات يعين من قبل الجمعية العمومية وتحدد حقوق المدقق وواجباته ومسؤولياته وفقا لما هو منصوص عليه في قانون

R. B. N. CERTIFIED TRUE COPY  
Rapu DIRECTOR

## THE GENERAL ASSEMBLY

### Article (15):

The general assembly whose formation is considered valid shall represent all parties and shall not convene except in city of Fujairah.

### Article (16):

Each partner shall have the right to attend the general assembly meetings, either by himself or delegate, whatever the number or sharing portion is held thereby each partner's number of shares own or represent.

### Article(17):

The Director or the one represent him shall lead the general assembly meeting the chairman shall appoint a secretary and two verifiers for setting the votes providing such appointments are approved by the general assembly

### Article (18):

The conversations to general assembly meeting shall be addressed by registered letters and faxes, and to be sent to every partner at least twenty one days before conversations at the general assembly. The conversations letter/ fax should comprise the agenda data, place and time by meeting.

### Article (19):

The general assemble shall not deliberate other than the issues and subjects set forth in the agenda of its meetings as passed by the general assembly shall bind all partners.

### Article (20) :

The general assembly shall meet every year at the convocation of the company's management within the immediate four months following the end of the company's financial year. The general assembly shall in particular meet to hear the directors report on the company's activities financial situations, the balance sheet, profit and loss account to determine the dividends for distribution among the partners appoint the directors and determine their remuneration and all such other issues as will not be lying within the competence of the extraordinary general assembly shall not be valid unless they are passed with the majority of votes

PART 5

## المنطقة الحرة بالفجيرة.

### المادة (23):

يقوم مدير الشركة بإعداد الميزانية وعمل حساب الأرباح والخسائر لكل سنة مالية قبل انعقاد الجمعية العمومية بشهر واحد على الأقل كما يقوم بإعداد تقرير حول نشاط الشركة خلال السنة المالية وموقفها المالي في نهاية السنة واقتراح طريقة توزيع وصافي الأرباح.

### المادة (24) :

يحتسب صافي الأرباح والخسائر للشركة سنويا بعد خصم جميع المنصرفات والنفقات والمصروفات الإدارية ورسوم الخدمات والنفقات الأخرى وفقا للقواعد والممارسات لحسابية المعمول بها على وجه العموم ، ويجب توزيعها كما يلي:

يقطع 10% لحساب الاحتياطي القانوني ويوقف هذا الاستقطاع متى بلغ الاحتياطي القانوني 50% من قيمة رأس المال ، وإذا انخفض الاحتياطي ألي اقل من ذلك يستمر الاقتطاع من جديد.

يجوز توزيع صافي الأرباح على الشركاء كأرباح للحصص بالتناسب مع الحصص التي يملكها كل شريك وبالمعدلات التي يقترحها المدير أما الخسائر أن وجدت فيتحملها الشركاء بنسبة حصصهم في رأس المال دون أن يلزم أحدهم بأكثر من قيمة حصصه. وحساب الأرباح والخسائر.

### المادة (11):

يجوز زيادة رأس المال عن طريق إصدار حصص جديدة بنفس القيمة الاسمية للحصص الأصلية ، كما يجوز تخفيض رأس المال بعد الحصول على موافقة الجهات الرسمية المختصة بموجب أحكام قانون المنطقة الحرة


### الباب الثالث

### إدارة الشركات

### المادة(12):

يكون للشركة مدير أو أكثر يتم تعيينهم وعزلهم بموجب

23

 DIRECTOR  
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Financial Year, Auditor  
Distribution of Net Profit / Loss

**Article (21):**

The financial year of the company shall run from 1st January until 31st December of each year, except the first financial year which starts upon entering the company in the commercial register until the end of the year.

At the end of each financial year, the company's assets and liabilities shall be undertaken and the profit or loss shall be circulated for the preparation of the balance sheet and profit / loss accounts.

**Article (22):**

The company shall have an auditor to be appointed by the general assembly. His rights, duties and responsibilities shall be his per the provision of Fujairah Free Zone law.

**Article (23):**

The Director shall prepare the balance sheet as well as the profit / loss account of the company for every financial year at least month before the annual general assembly meeting. The Director shall also prepare report on the activities of the company during the financial year, its financial position at the end of the year and the proposed method of distributing the net profit.

**Article (24):**

The annual net profit/ loss of the company shall be after deduction of all expense , provisions management fees, services fees and other costs in according with generally accepted accounting principles and practices be distributed as follows:

- 10 (ten percent) shall be transferred to the legal reserve account and such deduction may be discontinued when the legal reserve reaches 50% (fifty percent) of the company's capital. If the legal reserve falls below that, the deduction shall be resumed
- The balance of the net profit may be either distributed to the shareholders as dividends in proportion to their share holding at such rate as may be

قرار من الجمعية العمومية للشركاء.

يمارس المدير/ المدراء الصلاحيات التي تفوض إليه من

قبل الجمعية العمومية للشركاء بموجب توكيل خاص.:

المادة (6) :

لا يجوز أن يتحمل الشركاء أية مسؤولية قانونية تجاه الشركة خلاف الحصص المملوكة لهم كما أنه لا يجوز زيادة التزامهم إلا بموافقتهم الجماعية .

المادة (7) :

يترتب على ملكية الحصة قبول أحكام هذا العقد وقرارات الجمعية العمومية للشركاء .

المادة (8) :

طبقاً لنصوص هذا العقد فإن كل حصة تخول صاحبها حقوق متساوية مع حصص الآخرين .

المادة (9) :

أ - لا يجوز لأي من الشركاء أن يتنازل عن حصصه بالشركة للغير دون موافقة خطية من الشركاء الآخرين  
ب- تدون جميع عمليات التنازل في سجل الشركاء بالشركة بعد تقديم سند التنازل الموقع من قبل المتنازل إليه ويجوز للشركة طلب التصديق على التنازل أو وجود شهود على توقيع الطرفين .

المادة (10) :

يكون للمدير التنفيذي الحق في التوقيع على كافة أوراق الشركة ومستنداتها لدى الدوائر الرسمية وغير الرسمية ولدى الطرف الأول وله الحق في إدارة حسابات الشركة لدى البنوك والمنظمات المالية والتجارية وله في سبيل ذلك كافة الصلاحيات اللازمة لفتح وتشغيل الحسابات المصرفية والتجارية والاقتراض نيابة عن الشركة .

الباب السادس  
أحكام ختامية

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*Handwritten signature*  
DIRECTOR

recommended by the Director. Losses if any, shall however be borne by the partners in the proportion of their sharing portion without any partner being bound to bear more than value of his sharing portions.

**PART 6**  
**Final Provisions**

**Article 25 :**

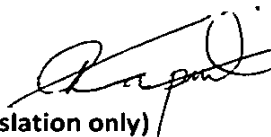
The provision of the free zone law Thereto as applicable to limited liability company shall apply where no special provisions have been stated herein.

**Article 26:**

The Partners agrees that all addendums and agreements that signed by them are its integrated part of this agreements, and to be read and execute whether is a tested or not.

1<sup>st</sup> Party Signature

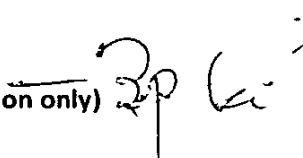
(agreed as per English Translation only)



Name Printed: ANTHONY RAHU

2<sup>nd</sup> Party Signature

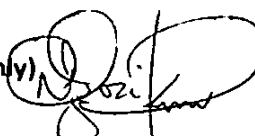
(agreed as per English Translation only)



Name Printed: ABDULLAH I. IDRIS

3rd Party Signature

(agreed as per English Translation only)



Name Printed: AUGUSTINA N. RAHU

المادة ( 25 ) :  
تطبق الأحكام المنصوص عليها في قانون المنطقة الحرة والمتعلقة بالشركات ذات المسؤولية المحدودة على كل ما لم يرد بشأنه نص خاص في هذا العقد .

المادة ( 26 ) :  
اتفق الشركاء على اعتبار كافة الملاحق والاتفاقيات التي يتم توقيعها بينهم جزء لا يتجزأ من هذا العقد وتقرأ وتنفذ معه سواء تم تصديقها أم لا .

توقيع الطرف الأول


توقيع الطرف الثاني

ستلم

July

7

CERTIFIED TRUE COPY OF ORIGINAL

  
DIRECTOR



حكومة الفجيرة

Government Of Fujairah



CREATIVE CITY  
FUJAIRAH

## CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY THAT "Sirius Corporation FZ LLC" is incorporated in Fujairah Media Free Zone on **13<sup>th</sup> of July 2011**, as a Free Zone Establishment with license number **(1555/2011 VCC)** in respect of creation of the Media Free Zone amended by Emiri Decree No. (4) for the year 2007.

Fujairah Media Free Zone



FUJAIRAH MEDIA



هيئة الثقافة والإعلام  
Fujairah Culture & Media Authority

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CREATIVE CITY  
FUJAIRAH

# SHARE CERTIFICATE

## Sirius Corporation FZ LLC

P.O.BOX 4422, Fujairah, U.A.E.

Pursuant to the Law (4) of the year (2007) in respect to the Media Free Zone Laws in the Emirate of Fujairah

Certificate Number: (1)

Number of shares: 55 Shares

Nominal Capital 100,000 AED/ - divided into 100 shares of per value 1,000 AED each

THIS IS TO CERTIFY THAT Sirius Energy Resources Ltd is the 55% owner of the said company and holds Fifty Five Shares of 1,000 AED each, inclusive in the above named company, subject to the Memorandum and Articles of Association.

Given under the common seal of the company, this 13<sup>th</sup> of July 2011.

Company Representative

Registrar

Fujairah Media Freezone Authority

*certified true copy*  
*Director*  
No transfer on the above mention shares will be registered until this Certificate has been deposited at the Registrar's in Fujairah Media Free zone Authority



CREATIVE CITY  
FUJAIRAH

# SHARE CERTIFICATE Sirius Corporation FZ LLC

P.O.BOX 4422, Fujairah, U.A.E.

Pursuant to the Law (4) of the year (2007) in respect to the Media Free Zone Laws in the Emirate of Fujairah

Certificate Number. (2)

Number of shares: 25 Shares

Nominal Capital 100,000 AED/ - divided into 100 shares of per value 1,000 AED each

THIS IS TO CERTIFY THAT Anthony Ngozi Rapu is the 25% owner of the said company and holds Twenty Five Shares of 1,000 AED each, inclusive in the above named company, subject to the Memorandum and Articles of Association

Given under the common seal of the company, this 13<sup>th</sup> of July 2011.

Company Representative

*CERTIFIED TRUE COPY*

*Director*

Fujairah Media Freezone Authority

Registrar

No transfer on the above mention shares will be registered until this Certificate has been deposited at the registrar's in Fujairah Media Free zone Authority



# SHARE CERTIFICATE

## Sirius Corporation FZ LLC

P.O.BOX 4422, Fujairah, U.A.E.

Pursuant to the Law (4) of the year (2007) in respect to the Media Free Zone Laws in the Emirate of Fujairah

Certificate Number: (3)

Number of shares: 20 Shares

Nominal Capital 100,000 AED/ - divided into 100 shares of per value 1,000 AED each

THIS IS TO CERTIFY THAT Augustina Ngozi Rapu is the 20% owner of the said company and holds Twenty Shares of 1,000 AED each, inclusive in the above named company, subject to the Memorandum and Articles of Association

Given under the common seal of the company, this 13<sup>th</sup> of July 2011.

Company Representative

*CERTIFIED TRUE COPY*  
*[Signature]* DIRECTOR

Registrar  
Fujairah Media Freezone Authority

No transfer on the above mention shares will be registered until this Certificate has been deposited at the registrar's in Fujairah Media Free zone Authority

## TRADE LICENSE

## رخصة تجارية

License No. :	رقم الرخصة
1555/2011 VCC	1555/2011 VCC
Operating Name	الاسم التجاري :
Sirius Corporation FZ LLC	سايرس كوربوريشن
Owner	المالك
Sirius Energy Resources Ltd, Anthony Ngozi Rapu, Augustina Ngozi Rapu	سايرس ايرجي ريسورسيس ليميتد، انثوني بحوري رابو، اوجوستينا بحوري رابو
Place of Inc. :	منشأ الشركة :
Creative City - Media Free Zone	المنطقة الاعلامية الحرة - مدينة الاسداع
Legal Status. :	الشكل القانوني
Free Zone - Limited Liability Company	منطقة حرة - شركة ذات مسؤولية محدودة
Activity	النشاط :
Business Consultancy	استشارات اعمال
Address	العنوان
Fujairah - Fujairah Tower	برج المحبرة - المحبرة
Person in Charge :	المهنة :
Anthony Ngozi Rapu	مدير تنفيذي
الموظف المسؤول	Position :
انثوني بحوري رابو	Managing Director
Establishment Date	تاريخ التأسيس :
13/07/2011	
Date of Issue:	تاريخ الانتهاء :
13/07/2011	12/07/2012
تاريخ الاصدار :	Expiry Date:

Operated by

**FUJAIRAH**  
MANAGEMENT SERVICES LLC

Fujairah Tower PO Box 4422 Fujairah U.A.E.  
T +971 9 224 4100 • F +971 9 224 4101

www.creativecity.ae  
www.fmggroup.ae

Rashid Bin Hamad Bin Mohammad Al Sharqi

CERTIFIED TRUE COPY



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030667

UK Establishment No. BR015726

The Registrar of Companies hereby certifies that

**SIRIUS CORPORATION FZ LLC**

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 **29th February 2012.**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES