

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

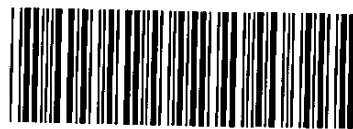
OS IN01

Registration of an overseas company opening  
a UK establishment

COMPANIES HOUSE  
FEE PAID PREMIUM  
BELFAST



Companies House



\*J1Z1P3EX\*

JNI 1/12/2014 #162  
COMPANIES HOUSE

\*J3LBYCP\*

JNI 24/11/2014 #62  
COMPANIES HOUSE

\*A3IW1LVS\*

A19 20/10/2014 #10  
COMPANIES HOUSE

☒ What this form is for

You may use this form to register a  
UK establishment.

☐ What this form is NOT

You cannot use this form  
the details of an existing  
officer or establishment.

Part 1 Overseas company details (Name)

For official use  
FCJ 2238

A1 Corporate name of overseas company

Corporate name<sup>1</sup>

Von Bismark Limited

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to Section A3.
- To register using an alternative name, go to Section A2.

→ Filling in this form

Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated.

A2 Alternative name of overseas company \*

Please show the alternative name that the company will use to do business  
in the UK.

Alternative name  
(if applicable) <sup>2</sup>

<sup>2</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. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK.

A3 Overseas company name restrictions<sup>3</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>3</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)

## Part 2 Overseas company details

### B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to Section B2.

→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment  
registration number

B R

### B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

### B3 Company details

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

Legal form ❸

Limited

Country of  
incorporation \*

Ireland

Identity of register  
in which it is  
registered ❹

Von Bismark Limited

Registration number in  
that register

5 0 7 6 2 0

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

### B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6.

→ No Go to Section B6.

### B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

Irish Company Law - Companies Act 1963 to 2013

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

→ Yes Complete the details below.

→ No Go to Part 3.

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

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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	9
--------	---	---

### 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. <sup>①</sup>

☒ 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.

<sup>①</sup> Please tick the appropriate box(es).

## Part 3 Constitution

C1

### Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. <sup>①</sup>
- ☐ I enclose a certified translation, if applicable. <sup>②</sup>

<sup>①</sup> 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.

<sup>②</sup> A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

### EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3.
- No Go to Part 4 'Officers of the company'.

C3

### Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
  - Objects of the Company
  - Amount of issued share capital
- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

### Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. <sup>①</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Objects of the company <sup>②</sup>Amount of issued share capital <sup>③</sup>

<sup>①</sup> This address will appear on the public record.

<sup>②</sup> Please give a brief description of the company's business.

<sup>③</sup> Please specify the amount of shares issued and the value.

## 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<sup>1</sup>

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)	Eoghan
Surname	O'Sullivan
Former name(s) <sup>2</sup>	

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

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

#### <sup>2</sup> 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<sup>3</sup>

Building name/number	18 The Telford Building
Street	HSQ
Post town	Dublin
County/Region	Dublin
Postcode	8
Country	Ireland

#### <sup>3</sup> 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 <sup>4</sup> <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 <sup>5</sup>
If applicable, name(s) of person(s) with whom you are acting jointly	

<sup>4</sup> 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.

<sup>5</sup> 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.

**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

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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	  	

**Director****F1 Director details <sup>①</sup>**

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)	Eoghan															
Surname	O'Sullivan															
Former name(s) <sup>②</sup>																
Country/State of residence <sup>③</sup>	Ireland															
Nationality	Irish															
Date of birth	<sup>d</sup>	2	<sup>d</sup>	3	<sup>m</sup>	0	<sup>m</sup>	9	<sup>y</sup>	1	<sup>y</sup>	9	<sup>y</sup>	8	<sup>y</sup>	1
Business occupation (if any) <sup>④</sup>																

**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 <sup>⑤</sup>**

Building name/number	18 The Telford Building									
Street	HSQ									
Post town	Dublin									
County/Region	Dublin									
Postcode	8									
Country	Ireland									

**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.



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**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 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

F1 Director details <sup>①</sup>	
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5.	
Full forename(s)	Michael
Surname	O'Sullivan
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	Ireland
Nationality	Irish
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>6</div> <div>m</div> <div>1</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>1</div> </div>
Business occupation (if any) <sup>④</sup>	

**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 <sup>⑤</sup>	
Building name/number	St Aidans
Street	
Post town	Ferns
County/Region	Wexford
Postcode	
Country	Ireland

**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.

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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			

**Corporate director****G1 Corporate director details <sup>①</sup>**

Use this section to list all the corporate directors of the company.  
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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.

**G2 Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?  
→ Yes Complete Section G3 only  
→ No Complete Section G4 only

**G3 EEA companies <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).

**G4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered <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

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	<div></div> <div></div>	

## Part 5 UK establishment details

H1

### Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H2**.

UK establishment  
registration number

B	R							
---	---	--	--	--	--	--	--	--

H2

### Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H3**.

UK establishment  
registration number

B	R							
---	---	--	--	--	--	--	--	--

Sections **H3** and **H4** must be completed in all cases.

H3

### Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ①

- ☒ In respect of this establishment. Please go to **Section H4**.
- ☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

① Please tick the appropriate box.

UK establishment  
registration number

B	R							
---	---	--	--	--	--	--	--	--

**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	Von Bismark									
Building name/number	Flat 2 Number 49									
Street	Red Lion Street									
Post town	London									
County/Region	Berkshire									
Postcode	W	C	1	R	4	P	F			
Country										
	Please give the date the establishment was opened and the business of the establishment.									
Date establishment opened	0	4		1	0		2	0	1	4
Business carried on at the UK establishment	IT AUGMENTED REALITY SERVICES									

**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) Mark

Surname Byrne

**J2 Permanent representative's service address <sup>①</sup>**

Building name/number Salsbury House

Street London Wall

Post town London

County/Region Berkshire

Postcode E C 2 M 5 Q Q

Country UK

**① 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 <sup>②</sup>  
☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone  
☐ Jointly <sup>③</sup>

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

**②** 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.

**③** 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.



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## 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)

Mark

Surname

Byrne

### K2

### Service address of person authorised to accept service <sup>1</sup>

Building name/number

Salisbury House

Street

London Wall

Post town

London

County/Region

Berkshire

Postcode

E C 2 M 5 Q Q

Country

UK

#### <sup>1</sup> 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.

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**Part 8**

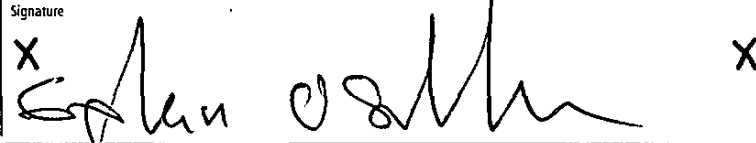
**Signature**

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:  
Director, Secretary, Permanent representative.

**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

Company name

Anne Brady McQuillans DFK

Address

Iveagh Court

Harcourt Road

Post town

Dublin

County/Region

Dublin

Postcode

2

Country

Ireland

DX

Telephone

00-353-1-4786600

**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)



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEAS COMPANY**

(Registration of a UK establishment)

Company No. FC032238

UK Establishment No. BR017309

The Registrar of Companies hereby certifies that

**VON BISMARCK LIMITED**

has this day been registered under the Companies Act 2006 as having  
established a UK Establishment in the United Kingdom.

**\*NFC032238W\***

Given at Companies House on **1st December 2014.**



**Companies House**



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

7878299/1

Number 507620

1377252

# Certificate of Incorporation

I hereby certify that

**VON BISMARCK LIMITED**

is this day incorporated under  
the Companies Acts 1963 to 2009,  
and that the company is limited.

Given under my hand at Dublin, this  
**Monday, the 19th day of December, 2011**

*Per DL*



for Registrar of Companies

Certificate handed to/posted to\*:

Eoghan O Sullivan  
18 The Telford Building Hsq  
Dublin 8

Signed: *Eoghan O Sullivan*

Date: 12/10/14

\*Delete as appropriate

7878299/1

Number 507620

1377252

# Certificate of Incorporation

I hereby certify that

**VON BISMARCK LIMITED**

is this day incorporated under  
the Companies Acts 1963 to 2009,  
and that the company is limited.

Given under my hand at Dublin, this  
Monday, the 19th day of December, 2011

*Per D.L.*



for Registrar of Companies

Certificate handed to/posted to\*:

*Eoghan O Sullivan*  
*18 The Telford Building Hsq*  
*Dublin 8*

Signed:

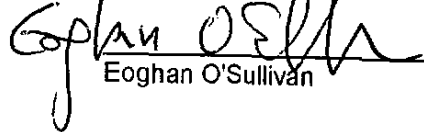
*Eoghan O Sullivan*

Date:

*21/11/14*

\*Delete as appropriate

I, Eoghan O'Sullivan, as director of Von Bismark Limited,  
certify this to be a true copy of the original.

  
Eoghan O'Sullivan

Date: 21/11/14

**COMPANIES ACTS 1963 TO 2012**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

OF

**VON BISMARK LIMITED**

(the "Company")

The name of the company is VON BISMARK LIMITED (the Company).

2. The objects for which the Company is established are:

2.1. To carry on the business of "Other computer related activities (Augmented Reality Services)".

2.2. To carry on any other business by wholesale or retail whether manufacturing or otherwise (except the issuing of policies of insurance) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

2.3. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company directly or indirectly or which is possessed of property suitable for the purpose of the Company.

2.4. To amalgamate with any other company.

2.5. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, trade marks, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used, for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of or otherwise turn to account, the property, rights or information so acquired.

2.6. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

2.7. To take or otherwise acquire and to hold shares and securities of any company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

2.8. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the

Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

2.9. To establish and maintain or procure the establishing and maintenance of any contributory and non-contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any other such company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

2.10. To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

2.11. Generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.

2.12. To develop and turn to account any land acquired by the Company or in which it is interested and, in particular, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

2.13. To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.

2.14. To lend money to such persons or companies either with or without security and upon such terms as may seem expedient, and in particular to customers and others having dealings with the Company.

2.15. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interests of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any, company which is the Company's holding company or a subsidiary - or associated company.

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2.16. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem or pay off any such securities.

2.17. As an object of the Company or a power incidental to any of its other objects, to engage in currency exchange and interest rate transactions, including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rates arrangements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to, or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose.

2.18. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

2.19. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.

2.20. To undertake and execute any trusts the undertaking of which may seem desirable, whether either gratuitously or otherwise.

2.21. To sell or dispose of the undertaking of the Company or any part of it for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.

2.22. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

2.23. To obtain any provisional Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

2.24. To procure the Company to be registered or recognised in any country or place.

2.25. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

2.26. To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union or association, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business, or

providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.

2.27. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

2.28. To distribute any of the property of the Company in specie.

2.29. To do all such others things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

3. The liability of the member is limited.

4. The share capital of the Company is €1,000,000 divided into 985,000 Ordinary Shares of €1.00 each and 15,000 Convertible Shares of €1.00 each.

I/We, the person(s) whose name(s) and address(es) is/are subscribed, wish to be formed into a Company pursuant to this Memorandum of Association, and I/we agree to take the number of shares in the Capital of the Company set opposite my/our respective name(s).

<b>Name and Address of of Subscribers</b>	<b>Number of Ordinary Shares  €1.00 each taken by each subscriber</b>
---	---

<b>Eoghan O'Sullivan</b>	<b>1000</b>
--------------------------	-------------

18 The Telford Building  
HSQ  
D8  
Ireland

CEO

<b>Total Shares</b>	<b>1000</b>
---------------------	-------------

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Dated 30<sup>th</sup> November 2011

Witness to the above signatures:

Jane Farrell  
The Digital Exchange  
Crane Street  
Dublin 8

Certificate No:

Number of Shares: 7,500

## VON BISMARCK LIMITED

### This is to Certify

That, Enterprise Ireland of The Plaza, East Point Business Park, Dublin 3,  
is the registered holder of 7,500 Convertible Shares of €1.00 each, fully paid at a premium of €9.00 per share, in the above named Company,  
subject to the Memorandum and Articles of Association of the company.

The common seal of the company was hereunto affixed in the presence of:

Director: *Michael D. Sullivan*

Secretary: *Graham O'Brien*

Dated the      day of

2013

No transfer of any of the above shares can be registered until this certificate has been deposited at the registered office of the company.

# VON BISMARCK LIMITED

The Minutes of a Meeting of the Directors held at:

.....  
 , on the                      day of                      2013

**PRESENT :**                      Eoghan O'Sullivan  
                                      Michael O'Sullivan

**IT WAS RESOLVED**

**ALLOTMENT OF SHARES:**                      THAT Application having been received, the undernoted Shares be and are hereby allotted for cash at a premium of €9.00 per share .  
  
                                      All No. \_\_\_\_\_ Enterprise Ireland – 7,500 Convertible Shares of €1.00 each

**IT WAS ALSO RESOLVED**

**SHARE CERTIFICATE:**                      THAT the undernoted share certificate be signed sealed and issued.  
  
                                      Cert. No. \_\_\_\_\_ Enterprise Ireland – 7,500 Convertible Shares of €1.00 each

**THERE BEING NO OTHER BUSINESS THE MEETING THEN CONCLUDED**

**DATE:**

**CHAIRMAN:**

*Michael O Sullivan*

# VON BISMARCK LIMITED

*Minutes of Meeting of Directors held at:*

.....  
on the            day of            2013  
-----

**PRESENT:** Eoghan O'Sullivan  
Michael O'Sullivan

Further to the draft Share Subscription and Shareholders Agreement between the Company and Enterprise Ireland it was considered desirable to recommend to the Members in general meeting, to consider, and if thought appropriate, pass the following resolutions;

**As a Special Resolution;**

**CONVERSION OF  
AUTHORISED SHARE  
CAPITAL**

THAT 15,000 of the un-issued Ordinary Shares of €1.00 each in the Company be and are hereby converted into 15,000 Convertible Shares of €1.00 each, with rights attaching as set out in the Articles of Association.

**AMENDMENT TO  
CLAUSE 4 OF THE  
MEMORANDUM OF  
ASSOCIATION**

THAT Clause 4 of the Memorandum of Association be and is hereby amended to read as follows;

4. The share capital of the Company is €1,000,000 divided into 985,000 Ordinary Shares of €1.00 each and 15,000 Convertible Shares of €1.00 each.

**AMENDMENT TO  
ARTICLES OF  
ASSOCIATION**

"THAT the Articles of Association be and are hereby amended by the deletion of the existing Articles of Association in their entirety and the substitution therefor of the Articles of Association presented to the meeting, and signed by the Chairman for the purposes of identification."

**EXTRA-ORDINARY  
GENERAL MEETING**

The Company Secretary was then instructed to convene an Extra-Ordinary General Meeting of the Company and to obtain consent to the holding of such meeting at less than statutory notice.

**There being no further business, the meeting then concluded**

Date \_\_\_\_\_ Chairman Michael O'Sullivan

# NOTICE

**VON BISMARCK LIMITED**

**(Registered in Ireland no. 507620)**

<b>DIRECTORS</b>	Eoghan O'Sullivan Michael O'Sullivan
<b>SECRETARY</b>	Eoghan O'Sullivan
<b>REGISTERED OFFICE</b>	18 The Telford Building, HSQ, Dublin 8

**NOTICE is hereby given that an Extra Ordinary General Meeting of the Company will be held at:**

on the Day of 2013 for the purpose of considering, and if thought fit, passing the following resolutions;

**As Special Resolutions;**

<b>CONVERSION OF AUTHORISED SHARE CAPITAL</b>	15,000 of the un-issued Ordinary Shares of €1.00 each in the Company be and are hereby converted into 15,000 Convertible Shares of €1.00 each, with rights attaching as set out in the Articles of Association.
---	---

**AMENDMENT TO** THAT Clause 4 of the Memorandum of Association be and is hereby  
**CLAUSE 4 OF THE** amended to read as follows;

**ASSOCIATION** 4. The share capital of the Company is €1,000,000 divided into 985,000 Ordinary Shares of €1.00 each and 15,000 Convertible Shares of €1.00 each.

**AMENDMENT TO THE ARTICLES OF ASSOCIATION** "THAT the Articles of Association be and are hereby amended by the deletion of the existing Articles of Association in their entirety and the substitution therefor of the Articles of Association presented to the meeting, and signed by the Chairman for the purposes of identification."

Dated this                      Day of                      2013

By order of the Board of Directors

Edmund O'Sullivan  
Director/Secretary

**NOTE:** A member entitled to vote, is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.

# CONSENT TO SHORT NOTICE

## VON BISMARCK LIMITED

We, being the auditors entitled to attend and the shareholders entitled to attend and vote at General Meetings of the above company hereby consent to the holding of the Extraordinary General Meeting convened for the day of 2013 at am/pm

at less than the statutory notice

\_\_\_\_\_  
Eoghan O'Sullivan

\_\_\_\_\_  
Garrett Cooke

\_\_\_\_\_

..... On behalf of O'Sullivan Agricultural Services Limited

\_\_\_\_\_  
..... On behalf of National Digital Research Centre Limited

\_\_\_\_\_  
..... On behalf of Lucey Technology Limited

\_\_\_\_\_  
Auditor



# VON BISMARK LIMITED

## *The Minutes of Extraordinary General Meeting at:*

.....  
on the Day of 2013  
.....

**PRESENT:** Eoghan O'Sullivan  
Garrett Cooke  
..... (On behalf of O'Sullivan Agricultural Services Limited)  
..... (On behalf of National Digital Research Centre Limited)  
..... (On behalf of Lucey Technology Limited)

**CHAIRMAN** It was resolved that  
be appointed Chairman of the meeting.

**CONSENT TO SHORT NOTICE** Notice convening the meeting was taken as read  
It was noted that the Auditors and all the members entitled to attend and vote had consented to the holding of the meeting at less than statutory notice.  
The following Special Resolutions were passed;

### **As Special Resolutions;**

**CONVERSION OF AUTHORISED SHARE CAPITAL** 15,000 of the un-issued Ordinary Shares of €1.00 each in the Company be and are hereby converted into 15,000 Convertible Shares of €1.00 each, with rights attaching as set out in the Articles of Association.

**AMENDMENT TO CLAUSE 4 OF THE MEMORANDUM OF ASSOCIATION** THAT Clause 4 of the Memorandum of Association be and is hereby amended to read as follows;  
4. The share capital of the Company is €1,000,000 divided into 985,000 Ordinary Shares of €1.00 each and 15,000 Convertible Shares of €1.00 each.

**AMENDMENT TO THE ARTICLES OF ASSOCIATION** "THAT the Articles of Association be and are hereby amended by the deletion of the existing Articles of Association in their entirety and the substitution therefor of the Articles of Association presented to the meeting, and signed by the Chairman for the purposes of identification."

**THERE BEING NO OTHER BUSINESS THE MEETING CONCLUDED**

Date: \_\_\_\_\_

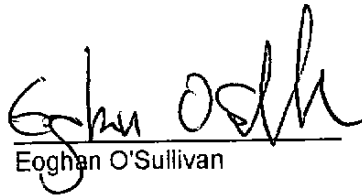
Chairman: Michael O'Sullivan

**Von Bismark Limited**

**Directors' Report and Unaudited Financial Statements**

**for the year ended 31 December 2013**

I, Eoghan O'Sullivan, as director of Von Bismark Limited,  
certify this to be a true copy of the original.

 Date: 21/11/14  
Eoghan O'Sullivan

# Von Bismark Limited

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**Von Bismark Limited**  
**DIRECTORS AND OTHER INFORMATION**

<b>Directors</b>	Eoghan O Sullivan Michael O Sullivan
<b>Company Secretary</b>	Eoghan O Sullivan
<b>Company Number</b>	507620
<b>Registered Office</b>	18 The Telford Building HSQ Dublin 8
<b>Business Address</b>	9 Herbert Street Dublin 2
<b>Accountants</b>	Anne Brady McQuillans DFK Chartered Accountants Iveagh Court Harcourt Road Dublin 2
<b>Bankers</b>	Bank of Ireland 85 James' Street Dublin 8
<b>Solicitors</b>	Reilly & Co Solicitors National Software Centre NSC Campus Mahon Cork

**Von Bismark Limited**  
**DIRECTORS' REPORT**  
for the year ended 31 December 2013

The directors present their report and the unaudited financial statements for the year ended 31 December 2013.

**Principal Activity and Review of the Business**

The principal activity of Von Bismark Limited is the provision of augmented reality services.

There has been no significant change in these activities during the year ended 31 December 2013.

**Principal Risks and Uncertainties**

The directors have assessed the risks and have taken measures to manage these risks in Von Bismark Limited as follows:

**Credit Risk**

The company operates mainly in the greater Dublin area. There is no significant risk with debtors, as the credit situation is closely monitored.

**Fraud Risk**

The risk is mitigated by maintaining segregation of duties for receipt of income and the payment of creditors. The directors have put processes and controls in place to ensure that detailed checking is carried out at all stages to ensure the accuracy and validity of all transactions.

**Results and Dividends**

The loss for the year after providing for depreciation and taxation amounted to €(92,279) (2012 - €(194,667)).

The directors do not recommend payment of a dividend.

**Directors**

The current directors are as set out on page 3.

In accordance with the Articles of Association, the directors are not required to retire by rotation.

**Future Developments**

The company plans to continue its present activities and improve trading levels. Employees are kept as fully informed as practicable about developments within the business.

**Post Balance Sheet Events**

Following the period end, Von Bismark Limited received significant investments from Enterprise Ireland and Parabeaux Limited.

**Political Contributions**

The company did not make any disclosable political donations in the current year.

**Taxation Status**

The company is a close company within the meaning of the Taxes Consolidation Act, 1997.

**Audit Exemption**

The directors confirm that the company is availing itself of the exemption from audit provided for by Part III of the Companies (Amendment) (No. 2) Act, 1999. The directors also confirm that the company satisfies the conditions specified in Section 32 of the 1999 Act.

**Going Concern**

As explained in Note 17, the directors believe the company has adequate resources to continue in operational existence for the foreseeable future. On this basis it is deemed appropriate to continue to prepare the accounts on a going concern basis.

**Von Bismark Limited**

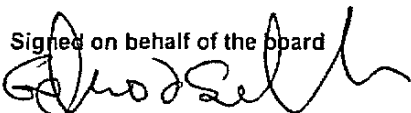
**DIRECTORS' REPORT**

for the year ended 31 December 2013

**Books of Account**

To ensure that proper books and accounting records are kept in accordance with Section 202 Companies Act, 1990, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The books of account are located at the company's office at 9 Herbert Street, Dublin 2.

Signed on behalf of the board

  
Eoghan O Sullivan  
Director

Date: 9/10/14



Michael O Sullivan  
Director

Date: .....

DRAFT

**Von Bismark Limited**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES AND DECLARATION ON  
UNAUDITED FINANCIAL STATEMENTS**

for the year ended 31 December 2013

**General responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare financial statements giving a true and fair view of the state of affairs of the company and the profit or loss of the company for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with Irish Generally Accepted Accounting Practice (accounting standards issued by the Financial Reporting Council and Irish law).

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent.

The directors are responsible for keeping proper books of account that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Acts 1963 to 2013. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Directors' declaration on unaudited financial statements**

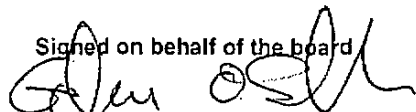
In relation to the financial statements comprising the Profit and Loss Account, the Balance Sheet, the Accounting Policies and the related notes:

The directors approve these financial statements and confirm that they are responsible for them, including selecting the appropriate accounting policies, applying them consistently and making, on a reasonable and prudent basis, the judgements underlying them.

The directors confirm that they have made available to Anne Brady McQuillans DFK, Chartered Accountants, all the company's books of account and provided all the information, books and documents necessary for the compilation of the financial statements.

The directors confirm that to the best of their knowledge and belief, the books of account reflect all the transactions of the company for the year ended 31 December 2013.

Signed on behalf of the board



Eoghan O Sullivan  
Director

Date: 9/10/14



Michael O Sullivan  
Director

Date: 9/10/14

**Von Bismark Limited**

**CHARTERED ACCOUNTANTS REPORT**

**to the Board of Directors on the unaudited financial statements of Von Bismark Limited for the year ended 31 December 2013**

In accordance with our engagement letter and in order to assist you to fulfil your duties under the Companies Acts 1963 to 2013, we have prepared for your approval the financial statements of the Company for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Accounting Policies and the related notes from the Company's books of account and from information and explanations you have given us.

This report is made solely to the Board of Directors of Von Bismark Limited, as a body, in accordance with the terms of our engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Von Bismark Limited and state those matters that we have agreed to state to the Board of Directors of Von Bismark Limited, as a body, in this report in accordance with the guidance of the Institute of Chartered Accountants in Ireland. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Von Bismark Limited and its Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in accordance with guidance issued by the Institute of Chartered Accountants in Ireland and have complied with the ethical guidance laid down by the Institute of Chartered Accountants in Ireland relating to members undertaking the compilation of financial statements.

It is your duty to ensure that Von Bismark Limited has kept proper books of account and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Von Bismark Limited. You consider that Von Bismark Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Von Bismark Limited. For this reason, we have not verified the accuracy or completeness of the books of account or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

DFK

ANNE BRADY MCQUILLANS DFK  
Chartered Accountants and Registered Auditors  
Iveagh Court  
Harcourt Road  
Dublin 2

Date: 9<sup>th</sup> October 2014



**Von Bismark Limited**  
**ACCOUNTING POLICIES**  
for the year ended 31 December 2013

**Basis of preparation**

The financial statements have been prepared on the going concern basis and in accordance with generally accepted accounting principles in Ireland and Irish statute comprising the Companies Acts, 1963 to 2013. They comply with the financial reporting standards of the Financial Reporting Council. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

**Cash flow statement**

The company has availed of the exemption in FRS 1 from the requirement to produce a cash flow statement because it is classed as a small company.

**Turnover**

Turnover comprises the invoice value of goods supplied by the company, exclusive of trade discounts and value added tax.

**Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost or at valuation, less accumulated depreciation. The charge to depreciation is calculated to write off the original cost or valuation of tangible fixed assets, less their estimated residual value, over their expected useful lives as follows:

Computer equipment - 33% Straight line

The carrying values of tangible fixed assets are reviewed annually for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

**Taxation**

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the year and is calculated using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future, or a right to pay less tax in the future. Timing differences are temporary differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured on an undiscounted basis at the tax rates that are anticipated to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Government grants**

Capital grants received and receivable are treated as deferred income and amortised to the profit and loss account annually over the useful economic life of the asset to which it relates. Revenue grants are credited to the profit and loss account when received.

**Foreign currencies**

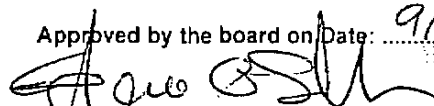
Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Transactions, during the year, which are denominated in foreign currencies are translated at the rates of exchange ruling at the date of the transaction. The resulting exchange differences are dealt with in the profit and loss account.

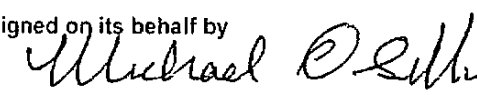
**Von Bismark Limited**  
**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2013

	Notes	2013 €	2012 €
Turnover	1	38,565	13,372
Cost of sales		(3,376)	(38,445)
Gross profit/(loss)		35,189	(25,073)
Administrative expenses		(150,255)	(177,523)
Other operating income		1,750	8,525
Operating loss	2	(113,316)	(194,071)
Interest payable and similar charges	3	(692)	(596)
Loss on ordinary activities before taxation		(114,008)	(194,667)
Tax on loss on ordinary activities	5	21,729	-
Loss for the year	12	(92,279)	(194,667)

The company has no recognised gains or losses other than the results for the year. The results for the year have been calculated on the historical cost basis. The company's turnover and expenses all relate to continuing operations.

Approved by the board on Date: 9/10/14 and signed on its behalf by

  
Eoghan O Sullivan  
Director

  
Michael O Sullivan  
Director

**Von Bismark Limited**  
**BALANCE SHEET**  
as at 31 December 2013

	Notes	2013 €	2012 €
<b>Fixed Assets</b>			
Tangible assets	6	5,648	3,310
<b>Current Assets</b>			
Debtors	7	44,220	12,165
Cash at bank and in hand		83,534	5,854
		127,754	18,019
Creditors: Amounts falling due within one year	8	(68,523)	(34,594)
<b>Net Current Assets/(Liabilities)</b>		59,231	(16,575)
<b>Total Assets less Current Liabilities</b>		64,879	(13,265)
<b>Creditors</b>			
Amounts falling due after more than one year	9	(1,742)	(6,319)
<b>Net Assets/(Liabilities)</b>		63,137	(19,584)
<b>Capital and Reserves</b>			
Called up share capital	11	10,415	2,592
Share premium account	12	339,668	172,491
Profit and loss account	12	(286,946)	(194,667)
<b>Shareholders' Funds</b>	13	63,137	(19,584)

We, as Directors of Von Bismark Limited, state that:

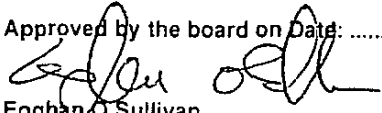
(a) the company is availing itself of the exemption provided for by Part III of the Companies (Amendment)(No.2) Act 1999;

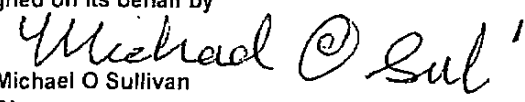
(b) the company satisfies the conditions specified in section 32 of the 1999 Act (as amended by section 53 Companies (Auditing and Accounting) Act 2003, section 9 Investment Funds, Companies and Miscellaneous Provisions Act 2006) and the Companies (Amendment)(No.2) Act 1999 (Section 32) Order 2012);

(c) no notice under section 33(1) of the 1999 Act has in accordance with section 33(2) of the 1999 Act been served on the company;

(d) we acknowledge the company's obligations under the Companies Acts 1963 to 2013, to keep proper books of account and to prepare accounts which give a true and fair view of the state of affairs of the company at the end of its financial year and of its profit or loss for such a year and to otherwise comply with the provisions of those Acts relating to accounts so far as they are applicable to the company.

Approved by the board on Date: ..... and signed on its behalf by

  
Eoghan O Sullivan  
Director

  
Michael O Sullivan  
Director

**Von Bismark Limited**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2013

**1. TURNOVER**

The whole of the company's turnover is attributable to its market in the Republic of Ireland and is derived from the principal activity of

<b>2. OPERATING LOSS</b>	<b>2013</b>	<b>2012</b>
	€	€
Operating loss is stated after charging/(crediting):		
Depreciation of tangible assets	2,985	1,630
Government grants received	(1,750)	(8,525)
	<u>          </u>	<u>          </u>

<b>3. INTEREST PAYABLE AND SIMILAR CHARGES</b>	<b>2013</b>	<b>2012</b>
	€	€
On bank loans and overdrafts	692	596
	<u>          </u>	<u>          </u>

**4. EMPLOYEES AND REMUNERATION**

**Number of employees**

The average number of persons employed (including executive directors) during the year was as follows:

	<b>2013</b>	<b>2012</b>
	Number	Number
Administration	4	5
	<u>          </u>	<u>          </u>

The staff costs (inclusive of directors' salaries) comprise:

	<b>2013</b>	<b>2012</b>
	€	€
Wages and salaries	76,683	78,875
Social welfare costs	5,983	6,963
	<u>          </u>	<u>          </u>
	<b>82,666</b>	<b>85,838</b>
	<u>          </u>	<u>          </u>

**Von Bismark Limited**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2013

continued

**5. TAX ON LOSS ON ORDINARY ACTIVITIES**

	2013 €	2012 €
(a) Analysis of charge in the year		
Current tax:		
Corporation tax at 12.50% (2012 - 12.50%)	-	-
R&D tax credit refundable	(21,729)	-
	<u>(21,729)</u>	<u>-</u>

**(b) Factors affecting tax charge for the year**

The tax assessed for the year differs from the standard rate of corporation tax in the Republic of Ireland (12.50%). The differences are explained below:

	2013 €	2012 €
Loss on ordinary activities before tax	(114,008)	(194,667)
Loss on ordinary activities before tax multiplied by the standard rate of corporation tax in the Republic of Ireland at 12.50% (2012 - 12.50%)	(14,251)	(24,333)
Effects of:		
Expenses not deductible for tax purposes	233	-
Depreciation in excess of capital allowances for period	213	203
R&D tax credit refundable	(21,729)	-
Tax losses for the period	13,805	24,130
Current tax charge for the year (note 5 (a))	<u>(21,729)</u>	<u>-</u>

No charge to tax arises due to tax losses incurred.

**6. TANGIBLE FIXED ASSETS**

	Computer equipment	Total
	€	€
<b>Cost</b>		
At 1 January 2013	4,940	4,940
Additions	5,323	5,323
At 31 December 2013	<u>10,263</u>	<u>10,263</u>
<b>Depreciation</b>		
At 1 January 2013	1,630	1,630
Charge for the year	2,985	2,985
At 31 December 2013	<u>4,615</u>	<u>4,615</u>
<b>Net book value</b>		
At 31 December 2013	<u>5,648</u>	<u>5,648</u>
At 31 December 2012	<u>3,310</u>	<u>3,310</u>

**Von Bismark Limited**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2013

continued

<b>7. DEBTORS</b>	<b>2013</b>	<b>2012</b>
	€	€
Trade debtors	7,983	-
Other debtors	1,058	-
Taxation and social welfare (Note 10)	24,031	1,220
Called up share capital not paid	10,945	10,945
Prepayments and accrued income	203	-
	<u>44,220</u>	<u>12,165</u>
<b>8. CREDITORS</b>	<b>2013</b>	<b>2012</b>
Amounts falling due within one year	€	€
Bank loan	5,209	5,209
Trade creditors	6,581	3,349
Amounts owed to connected parties (Note 16)	15,000	15,000
Taxation and social welfare (Note 10)	9,011	7,997
Directors' current accounts (Note 15)	16,000	1,000
Other creditors	534	39
Accruals	16,188	2,000
	<u>68,523</u>	<u>34,594</u>
The security provided in relation to this bank loan facility is a letter of guarantee for €11,960 from Eoghan O'Sullivan.		
<b>9. CREDITORS</b>	<b>2013</b>	<b>2012</b>
Amounts falling due after more than one year	€	€
Bank loan	<u>1,742</u>	<u>6,319</u>
<b>Loans</b>		
Repayable in one year or less, or on demand (Note 8)	5,209	5,209
Repayable between one and two years	632	596
Repayable between two and five years	1,110	5,723
	<u>6,951</u>	<u>11,528</u>
<b>10. TAXATION AND SOCIAL WELFARE</b>	<b>2013</b>	<b>2012</b>
	€	€
<b>Debtors:</b>		
VAT	2,302	1,220
Corporation tax	21,729	-
	<u>24,031</u>	<u>1,220</u>
<b>Creditors:</b>		
PAYE	5,020	4,687
PRSI	3,991	3,310
	<u>9,011</u>	<u>7,997</u>

**Von Bismark Limited**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2013

continued

11. SHARE CAPITAL			2013 €	2012 €
<b>Description</b>	<b>No of shares</b>	<b>Value of units</b>		
<b>Authorised</b>				
Ordinary Shares	985,000	€1 each	985,000	1,000,000
Cumulative Redeemable Preference Shares	15,000	€1 each	15,000	0
			<u>1,000,000</u>	<u>1,000,000</u>
<b>Issued share capital</b>				
Ordinary Shares	2,915	€1 each	2,915	2,592
Cumulative Redeemable Preference Shares	7,500	€1 each	7,500	0
			<u>10,415</u>	<u>2,592</u>

The directors' and the secretary's interests in the shares of the company are as follows:-

Name	Class of Shares	Number Held At	
		31/12/13	01/01/13
Eoghan O Sullivan	Ordinary Share Capital	1,751	1,751

12. RESERVES	Share premium account €	Profit and loss account €	Total €
At 1 January 2013	172,491	(194,667)	(22,176)
Premium on issue of shares	167,177	-	167,177
Loss for the year	-	(92,279)	(92,279)
At 31 December 2013	<u>339,668</u>	<u>(286,946)</u>	<u>52,722</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2013 €	2012 €
Loss for the year	(92,279)	(194,667)
Proceeds of issue of equity preference shares	7,500	-
Net proceeds of equity ordinary share issue	167,500	175,083
Net addition to shareholders' funds	82,721	(19,584)
Opening shareholders' funds	(19,584)	-
Closing shareholders' funds	<u>63,137</u>	<u>(19,584)</u>

**14. CAPITAL COMMITMENTS**

The company had no material capital commitments at the year-ended 31st December 2013.

15. DIRECTORS' REMUNERATION AND TRANSACTIONS	2013 €	2012 €
Remuneration	<u>15,028</u>	<u>11,314</u>

**Von Bismark Limited**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2013

continued

	2013 €	2012 €
The following amounts are repayable to the directors:		
Michael O Sullivan	<u>16,000</u>	<u>1,000</u>

**16. RELATED PARTY TRANSACTIONS**

	2013 €	2012 €
The following amounts are due to other connected parties:		
O'Sullivan Agricultural Services Limited	<u>15,000</u>	<u>15,000</u>

Von Bismark Limited and O'Sullivan Agricultural Services Limited are connected parties because they have a common director, Michael O'Sullivan. O'Sullivan Agricultural Services Limited gave Von Bismark Limited a loan of €15,000 in 2012, which is still outstanding at year end. Employment support from O'Sullivan Agricultural Services Limited of €13,865 is included in accruals at year end.

Lucey Technology Limited has a shareholding in Von Bismark Limited. During 2012, Lucey Technology Limited provided marketing services to Von Bismark Limited. There is an amount due to Lucey Technology Limited of €738 at the year end. Lucey Technology also provided marketing services to Von Bismark in 2013, this was all paid in the period.

**17. POST-BALANCE SHEET EVENTS**

There were no significant post balance sheet events.

**18. GOING CONCERN**

The company incurred a loss in its second year of trading. However, the company received significant investments from Enterprise Ireland and Parabaux Limited during the year. In addition the directors have reviewed budgets, projected cash flows and all other relevant information, and on the basis of this review, are confident that the company has adequate financial resources to continue in operational existence for the foreseeable future. Consequently, the directors consider it appropriate to prepare the financial statements on a going concern basis.

**19. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the board of directors on .....



**VON BISMARCK LIMITED**

**SUPPLEMENTARY INFORMATION**

**RELATING TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

*DRAFT*

**Von Bismark Limited****SUPPLEMENTARY INFORMATION RELATING TO THE FINANCIAL STATEMENTS****TRADING STATEMENT**

for the year ended 31 December 2013

	2013 €	2012 €
<b>Sales</b>	<b>38,565</b>	<b>13,372</b>
<b>Cost of sales</b>		
Direct costs	3,376	38,445
	<b>3,376</b>	<b>38,445</b>
<b>Gross profit/(loss)</b>	<b>35,189</b>	<b>(25,073)</b>
<b>Administrative expenses</b>		
Wages and salaries	61,655	67,561
Directors' remuneration	15,028	11,314
Employer's NI/PRSI contributions	5,983	6,963
Staff training	252	-
Management charge	13,865	-
Rent payable	5,550	-
Insurance	183	-
Light and heat	226	-
Repairs and maintenance	-	530
Subcontract costs	11,799	-
Printing, postage and stationery	1,328	221
Marketing	1,839	21,982
Telephone	2,038	940
Computer costs	4,217	3,512
Travel and subsistence	6,110	10,461
Entertaining	776	-
Legal and professional	5,059	5,112
Consultancy fees	4,846	38,983
Accountancy	4,422	2,000
Bank charges	78	99
General expenses	2,016	6,215
Depreciation of tangible assets	2,985	1,630
	<b>150,255</b>	<b>177,523</b>
<b>Finance</b>		
Bank interest paid	692	596
<b>Miscellaneous income</b>		
Government grants received	1,750	8,525
<b>Net loss</b>	<b>(114,008)</b>	<b>(194,667)</b>