

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11036008**

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

ORBSEN THERAPEUTICS UK LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **27th October 2017**



* N110360086 *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



*Received for filing in Electronic Format on the:***26/10/2017**

X6HWDSUJ

*Company Name in
full:*

ORBSEN THERAPEUTICS UK LTD

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**138 EDMUND STREET
BIRMINGHAM
UNITED KINGDOM B3 2ES**

Sic Codes:

72110

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR LARRY**

Surname: **COUTURE**

Former Names:

Service Address: **752 VIA LOS ANDES ST
CLAREMONT
USA CA 91711**

*Country/State Usually
Resident:* **USA**

Date of Birth: ****/07/1956** *Nationality:* **AMERICAN**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ORBSEN THERAPEUTICS
LTD**

Class of Shares: **ORDINARY**

Address **ORBSEN BUILDING
NATIONAL UNIVERSITY OF
IRELAND
GALWAY
IRELAND**

Number of shares: **1**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Compliance

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

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

Agent's Name: **CLARKE WILLMOTT LLP**

Agent's Address: **19 SPRING GARDENS
MANCHESTER
UNITED KINGDOM
M2 1FB**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **CLARKE WILLMOTT LLP**

Agent's Address: **19 SPRING GARDENS
MANCHESTER
UNITED KINGDOM
M2 1FB**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ORBSEN THERAPEUTICS UK LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Orbsen Therapeutics Ltd	Authenticated Electronically

Dated: 26/10/2017