

**COMPANIES ACT 2006**

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**COMPANY HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

- of -

**PROJECT VESPA PLC**

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 by each subscriber*

Duodi Investments S.à r.l.

A handwritten signature in black ink, appearing to read "G. Madaleno".

Dated 13 May 2014