

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11617449**

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

IPG AUTOMOTIVE UK LIMITED

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 **11th October 2018**



* N11617449K *



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: **10/10/2018**

X7GA7Z5N

<i>Company Name in full:</i>	IPG AUTOMOTIVE UK LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	INNOVATION CENTRE GALLOWS HILL WARWICK ENGLAND CV34 6UW
<i>Sic Codes:</i>	71122

Proposed Officers

Company Secretary 1

Type: Corporate
Name: EBS CORPORATE SERVICES LIMITED
Principal / Business Address: INNOVATION CENTRE GALLOWS HILL
WARWICK
ENGLAND CV34 6UW

European Economic Area (EEA) Company

Register Location: ENGLAND
Registration Number: 02796173

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director 1

Type: **Person**
Full Forename(s): **MR CLAUS RAINER**
Surname: **STAHL**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **GERMANY**

Date of Birth: ****/03/1967** **Nationality:** **GERMAN**
Occupation: **COMPANY DIRECTOR**

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

Company Director 2

Type: **Person**
Full Forename(s): **MR STEFFAN**
Surname: **SCHMIDT**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **GERMANY**

Date of Birth: ****/07/1979** **Nationality:** **GERMAN**
Occupation: **COMPANY 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 IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO SHARE EQUALLY IN DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION, INCLUDING A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

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: **IPG AUTOMOTIVE GMBH**

Address **BANNWALDALLEE 60 .
KARLSRUHE
GERMANY
76185**

Class of Shares: **ORDINARY**

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 initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR STEFFAN SCHMIDT**

***Country/State Usually
Resident:*** **GERMANY**

Date of Birth: ****/07/1979** ***Nationality:*** **GERMAN**

Service Address: **INNOVATION CENTRE GALLOWS HILL
WARWICK
ENGLAND
CV34 6UW**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.

Individual Person with Significant Control details

Names: MS MARA SCHMIDT

Country/State Usually Resident: GERMANY

Date of Birth: **/05/1983 ***Nationality:*** GERMAN

Service Address: INNOVATION CENTRE GALLOWS HILL
WARWICK
ENGLAND
CV34 6UW

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.

Individual Person with Significant Control details

Names: MS KATHARINA SCHMIDT

Country/State Usually Resident: GERMANY

Date of Birth: **/09/1987 ***Nationality:*** GERMAN

Service Address: INNOVATION CENTRE GALLOWS HILL
WARWICK
ENGLAND
CV34 6UW

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<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in 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: **EBS LIMITED**

Agent's Address: **INNOVATION CENTRE GALLOWS HILL
WARWICK
UNITED KINGDOM
CV34 6UW**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **EBS LIMITED**

Agent's Address: **INNOVATION CENTRE GALLOWS HILL
WARWICK
UNITED KINGDOM
CV34 6UW**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of IPG AUTOMOTIVE UK LIMITED

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

IPG Automotive GmbH
Date: 10/10/2018

Digitally Signed

The Companies Act 2006
Private Company Limited by Shares
Articles of Association
of
IPG Automotive UK Limited ('Company')

1 Interpretation

- 1.1 The following definitions shall apply in these Articles:

Act: the Companies Act 2006.

Articles: the Company's articles of association for the time being in force.

Conflict: a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

Controlling Shareholder: a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the Company from time to time.

Eligible Director: a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter).

Model Articles: the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229), as amended prior to the date of adoption of these Articles.

- 1.2 The Model Articles shall apply to the Company, except in so far as they are inconsistent with these Articles.

2 Directors

- 2.1 Any or all powers of the directors (or any of them) shall be restricted in such respects, to such extent and for such duration as a Controlling Shareholder may from time to time by notice in writing to the Company prescribe.

- 2.2 Subject to article 2.3, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors or, where there is only one director in office for the time being, that director.

- 2.3 For the purposes of any meeting (or part of a meeting) held to authorise a Conflict, if there is only one Eligible Director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

3 Directors' Interests

3.1 Subject to section 177(5) and (6) and section 182(5) and (6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

3.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

3.1.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

3.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

3.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

3.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

3.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

3.2 The provisions of article 3.1.1 to 3.1.6 (inclusive) are subject, where applicable, to any terms and conditions imposed by the directors.

4 Appointment of Directors

A Controlling Shareholder may at any time and from time to time by notice in writing to the Company appoint one or more persons to be a director or directors of the Company and to remove any director or directors from office.

5 Issue of new shares

The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other

securities of, the Company without the prior written consent of a Controlling Shareholder (if any). Without limitation, the powers of the directors under section 550 of the Act are limited accordingly.

6 Quorum for general meetings

6.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

6.2 Where the Company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum. In any other case, the quorum shall be:

6.2.1 a Controlling Shareholder present in person, by proxy or by authorised representative; or

6.2.2 if the Company does not have a Controlling Shareholder for the time being, any two shareholders present in person, by proxy or by authorised representative.

7 Change of company name

The name of the Company may be changed by a decision of the directors, a special resolution of the shareholders, or otherwise in accordance with the Act.