

OS CC01

Return by an overseas company of an alteration to constitutional documents

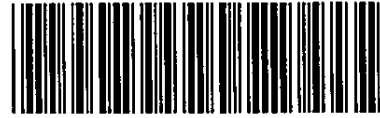


Companies House

☒ **What this form is for**
You may use this form to show an
alteration to constitutional
documents of an overseas company

☐ **What this form is NOT for**
You cannot use this form for
any other changes to a
company

WEDNESDAY



A25 *A48BH7CB* #310
27/05/2015
COMPANIES HOUSE

1 Overseas company details

Company number F C 0 2 2 9 4 4

Company name in full
or alternative name as
registered in the UK Westdeutsche ImmobilienBank AG

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Alteration of the constitutional document(s)

Details of change Change of articles

3 Date of alteration to the constitutional document(s)

The company gives notice¹ that the constitutional document(s) for this
company were altered on the date below

Date of alteration ^d0 ^d1 ^m0 ^m4 ^y2 ^y0 ^y1 ^y5

Copies of the following documents have been attached

- A new certified copy of the constitution of the company, as altered
- A certified translation, if applicable

¹ This notice must be delivered to
the Registrar within 21 days of the
notice of alteration being received
in the UK in due course of post (if
dispatched with due diligence)

4 UK establishments

A return must be delivered in respect of any alteration to the company
particulars by each UK establishment. If, however, a company has more than one
UK establishment, it may deliver only one form in respect of all those
UK establishments, provided it completes the table below

UK establishment name

Registration number

5 Signature

I am signing this form on behalf of the overseas company ²

Signature

Signature

X

Signature

X

² This form may be signed by
Director, Secretary,
Permanent representative

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Return by an overseas company of an alteration to constitutional documents



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	Jeffrey Cheah
Company name	Westdeutsche ImmobilienBank AG
Address	9th Floor, Suite 9 06-9 07
City Tower	
40 Basinghall Street	
Post town	London
County/Region	
Postcode	E C 2 V 5 D E
Country	England
DX	
Telephone	0207 491 6838



Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The company name and number as registered in the UK match the information held on the public Register
- ☒ You have entered details of the alteration to the constitutional documents in Section 2
- ☒ You have entered the date of alteration to the constitutional document(s) in Section 3
- ☐ You have completed Section 4, if applicable
- ☒ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form
- ☒ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address

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



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

Companies Act 2006
Special Resolution on Change of Articles

Westdeutsche ImmobilienBank AG
Company Number FC022944

The Shareholders' Meeting of Westdeutsche ImmobilienBank AG, duly convened and held at Elisabethstraße 65, 40217 Düsseldorf, Germany, approved the following amendments of the Articles of the Company on April 1st 2015:

- In article 2 (Corporate Purpose) paragraph (3) which says

„(3) The Company shall undertake particular business only if such business does not breach the decision of the European Commission of 20 December 2011 concerning state aid C 40/2009 and C 43/2008 Germany for the restructuring of WestLB AG, published in the State Aid Register on the DG Competition website under number C40/2009 (SA 29590) “

shall be deleted altogether

Mainz, May 18th 2015

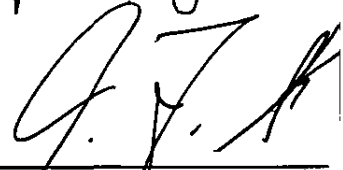
Certified as a true copy of the original

Frank Heid



May 18th 2015 Frank Heid

certified as a true copy of the original:


18.05.2015 Frank Heid

**Articles of Association of
Westdeutsche ImmobilienBank AG**

I. General Provisions

Article 1 Name, Registered Office and Fiscal Year

- (1) The name of the company shall be

Westdeutsche ImmobilienBank AG

- (2) The Company's domicile shall be in Mainz

- (3) The fiscal year shall be the calendar year

Article 2 Corporate Purpose

- (1) The Company shall conduct banking transactions of all kinds (within the meaning of section 1(1) nos 1 - 5, 7 - 11 of the Kreditwesengesetz (KWG – German Banking Act), with the exception of the issue of ship Pfandbriefe within the meaning of section 1(1) sentence 2 no 3 of the Pfandbriefgesetz (German Pfandbrief Act), in particular in the areas of real estate financing and services
- (2) The Company is authorised to undertake any business or measures that are suitable to directly or indirectly furthering its purpose. To this end it may, in Germany and in other countries, establish branches, form, acquire, or acquire equity interests in, other enterprises of the same or similar nature, manage such enterprises, or restrict itself to managing its equity interests

Article 3 Notices

The Company's notices shall be published in the electronic Bundesanzeiger (German Federal Gazette)

II. Share Capital and Shares

Article 4 Amount and Division of the Share Capital

- (1) The Company's share capital shall be €400,000,000 00 (in words four hundred million euros) It shall be divided into 4,000,000 shares
- (2) All shares shall be no-par value shares and shall be in registered form.
- (3) The contributions to the original share capital of €400,000,000 00, as necessitated by the reorganisation of Westdeutsche Immobilienbank – public sector institution – as Westdeutsche ImmobilienBank AG in accordance with section 1(1) of the Landesgesetz uber die Umwandlung der Westdeutschen Immobilienbank (State Act on the Reorganisation of Westdeutsche Immobilienbank) adopted by the state of Rhineland-Palatinate, have been paid up in full
- (4) The form of the share certificates, as well as dividend and renewal coupons, shall be determined by the Managing Board and approved by the Supervisory Board Single share certificates can be issued that embody several shares
- (5) Resolutions regarding capital increases shall be adopted by a simple majority of the share capital represented, unless a greater majority is prescribed by law

III. Managing Board

Article 5 Composition, Representation and Rules of Procedure

- (1) The Managing Board shall consist of a minimum of three and a maximum of five persons. Members of the Managing Board, as well as the Chairman of the Managing Board, shall be appointed by the Supervisory Board. The Supervisory Board can also appoint alternates for the members of the Managing Board.
- (2) The Company shall be represented by two members of the Managing Board or by one member of the Managing Board together with one authorised signatory (Prokurist). Alternate members of the Managing Board shall be equivalent to regular members in this respect.
- (3) Resolutions of the Managing Board shall be adopted by a simple majority of votes.
- (4) The Supervisory Board shall establish rules of procedure for the Managing Board. The Supervisory Board may stipulate in these rules of procedure that, unless already permitted by law, the Managing Board may only engage in other transactions specified in the rules of procedure with the approval of the Supervisory Board.

IV. Supervisory Board

Article 6 Composition, Term of Office, Resignation from Office

- (1) The Supervisory Board shall consist of six members that are elected by the Shareholders' Meeting. Members shall be elected for a period of time ending at the close of the Shareholders' Meeting that ratifies their actions for the fourth fiscal year following the beginning of their term of office, not including the fiscal year in which their term of office begins. At least one member of the Supervisory Board must meet the requirements of section 100(5) of the Aktiengesetz (AktG – German Stock Corporation Act). The selection of members of the Supervisory Board shall also be consistent with the principle of diversity.

- (2) Alternate members can be appointed for the Supervisory Board members elected by the shareholders. The requirements of section 100(5) of the AktG must be met. The alternate members shall become regular members of the Supervisory Board, in an order determined during the election, if the shareholder representatives they were chosen to replace leave office before the end of their term. They shall again become alternate members when the shareholders elect a new Supervisory Board member to replace the member who left office early.
- (3) Regular members and alternate members of the Supervisory Board can resign from office by giving written notice to the Managing Board. If an alternate member replaces a regular member on the Supervisory Board, his term of office shall terminate at the end of the next Shareholders' Meeting at which a new Supervisory Board member is elected by a majority of the votes cast, provided, however, that it shall terminate no later than the end of the regular member's term.
- (4) Regular members and alternate members elected by the shareholders can be removed from office early by the shareholders, without indication of the grounds for this, by a simple majority of the votes cast.

Article 7 Chairman, Deputy Chairman

- (1) Following the Shareholders' Meeting at which the shareholders elect their representatives on the Supervisory Board, the Supervisory Board shall hold a meeting, for which no special notice is required, in order to elect from among its members a Chairman and his Deputy. The oldest member elected by the shareholders shall preside over this meeting. The Deputy shall take the Chairman's place each time the Chairman is unable to attend.
- (2) If the Chairman or his Deputy resigns from office before the end of his term, an election to replace him for the remainder of his term shall be held without delay.

Article 8 Notice of Meetings and Adoption of Resolutions

- (1) The Chairman shall call Supervisory Board meetings by giving at least two weeks' written notice, not including the day on which the notice is sent and the day of the meeting. In urgent cases, he can shorten the notice period and give notice orally or by telephone, telegraph, fax, or e-mail.
- (2) The notice shall include the items on the agenda, as well as proposals for resolutions.
- (3) The Chairman presides over the meetings of the Supervisory Board. He shall determine the order in which the agenda items will be discussed and the type and order of voting.
- (4) A quorum shall exist at a Supervisory Board meeting if notice of the meeting was sent to the members in the proper manner and at least half of the members of which the Board is required to consist take part in the voting, either in person or by casting a vote in writing. A member shall also be deemed to take part in the voting when he abstains from voting. Resolutions shall be adopted by a simple majority except as otherwise prescribed by law or by these Articles of Association. Abstentions shall not be counted as votes cast.
- (5) In the event of a tied vote, not less than two Supervisory Board members who are present at the meeting can request that a new vote be taken on the same subject.
- (6) If not all Supervisory Board members take part in a vote, either personally or by casting a vote in writing, the vote can be postponed if at least three Supervisory Board members who are present at the meeting so request. In this case, another Supervisory Board meeting shall be held within four weeks. A second postponement at the request of a minority is not permissible.
- (7) Supervisory Board members who are absent can cast their votes in writing by giving them to another member.

- (8) Voting is permissible outside of meetings if all members agree to the proposed type of voting or take part in the vote on the resolution
- (9) Minutes shall be kept of the meetings and resolutions of the Supervisory Board. They shall be signed by the Chairman and a copy shall be circulated to all Supervisory Board members without delay.

Article 9 Rights and Duties

- (1) The Supervisory Board shall oversee the Managing Board's management of the Company. The Supervisory Board's duties shall include, but not be limited to
 - a) making recommendations on resolutions to be voted on by the shareholders,
 - b) appointing and removing from office members of the Managing Board,
 - c) determining the terms and conditions of the employment contracts of Managing Board members and their other affairs
 - d) establishing the Managing Board's rules of procedure in which the Supervisory Board determines the transactions that the Managing Board may only engage in with the approval of the Supervisory Board
- (2) The Supervisory Board shall establish rules of procedure for itself
- (3) The Managing Board shall report to the Supervisory Board on a regular basis, to the extent prescribed by law. The Supervisory Board can also request reports on all of the Company's affairs, as well as on its legal and financial relationships with affiliated enterprises and on events at affiliated enterprises that could materially affect the Company's position
- (4) The Supervisory Board shall have the right, at all times, to inspect the Company's books and records and to examine the Company's assets and liabilities
- (5) Declarations of intent to be made on behalf of the Supervisory Board for it and for its committees shall be made on behalf of the Supervisory Board by the Chairman or, in the

event that the Chairman is unable to make them, by the Deputy Chairman. The latter is also entitled to receive declarations of intent submitted to the Supervisory Board.

- (6) The Supervisory Board is authorised to make amendments to these Articles of Association that solely concern the wording.

Article 10 Committees

- (1) The Supervisory Board shall be entitled to form committees from among its members and to transfer any of its rights and duties to these committees, either by indicating as such in its rules of procedure or by adopting a special resolution.
- (2) The provisions of Article 8 shall apply to committees of the Supervisory Board. If a committee's vote results in a tie and the new vote on the subject also results in a tie, the Chairman of the committee shall have two votes.

Article 11 Remuneration

- (1) The members of the Supervisory Board may receive fair and reasonable remuneration after the end of each fiscal year, in an amount to be decided on by the shareholders.
- (2) The Company shall reimburse the Supervisory Board members for their out-of-pocket expenses and for the VAT charged on their remuneration, provided the members can and do prepare individual expense reports for them.

V. Shareholders' Meetings

Article 12 Shareholders' Meeting

The Annual Shareholders' Meeting shall be held within the first eight months of each fiscal year. Extraordinary Shareholders' Meetings may be convened as often as appears necessary in the interests of the Company. The shareholders shall resolve on all matters entrusted to them by law or by these Articles of Association.

Article 13 Place and Notice of Shareholders' Meetings

- (1) Shareholders' meetings shall be convened by the Managing Board. The executive body convening the meeting shall choose whether it will be held at the Company's domicile or at another place in Germany.
- (2) Notice of a meeting must be given at least thirty days prior to the meeting, not including the day on which the notice is published and the day of the meeting.

Article 14 Chairman of the Shareholders' Meetings

Shareholders' meetings shall be presided over by the Chairman of the Supervisory Board or, if the Chairman is unable to attend, by the Deputy Chairman. If the Deputy Chairman is unable to attend, the meeting shall be presided over by a Chair elected under the guidance of the oldest member of the Supervisory Board present at the meeting.

Article 15 Voting Rights

- (1) Each share entitles the holder to one vote at shareholders' meetings.
- (2) Voting rights can be exercised by written proxy.

Article 16 Adoption of Shareholders' Resolutions

- (1) A quorum shall exist at shareholders' meetings if more than half of the Company's share capital is represented. If this is not the case, a new meeting with the same agenda shall be convened without delay. This second meeting is always quorate. This consequence shall be pointed out in the invitation to the second meeting.
- (2) Resolutions shall be adopted by a simple majority of the votes cast, and to the extent that the law provides for a majority of capital, by a simple majority of the share capital represented, unless the law or these Articles of Association prescribe a larger majority.
- (3) Capital reductions, dissolution, reorganisation of the Company, the transfer of the Company's assets and intercompany agreements within the meaning of section 291 ff.

of the Aktiengesetz (AktG – German Stock Corporation Act) of 6 September 1965 (BGBl I 1965, 1089), as amended, shall require at least a three-quarters majority of the share capital represented

VI. Annual Financial Statements and Distribution of Profits

Article 17 Annual Financial Statements, Distribution of Profits

- (1) The Managing Board is responsible for preparing the annual financial statements and the management report for the previous fiscal year within the first three months of the new fiscal year, and for submitting these to the Supervisory Board without delay. The Supervisory Board is responsible for engaging the auditor to audit the financial statements. When submitting the annual financial statements and the management report to the Supervisory Board, the Managing Board shall also submit the proposal it wishes to make to the shareholders for the distribution of net retained profits.
- (2) Except as otherwise provided by these Articles of Association, the shareholders shall resolve on the distribution of net retained profits.
- (3) If the Managing Board and the Supervisory Board adopt the annual financial statements, they can transfer up to 50% of the Company's net income for the year to other revenue reserves. The net income for the year shall be reduced in advance by the amounts that are to be transferred to the legal reserves and by the amount of any loss carryforward.
- (4) If the shareholders adopt the annual financial statements, one-fifth of the Company's net income for the year must be transferred to other revenue reserves, until such time as these other revenue reserves equal the Company's share capital. The net income for the year shall be reduced in advance by the amounts that are to be transferred to the legal reserves and by the amount of any loss carryforward.

VI. Concluding Provisions

Article 18 Place of Jurisdiction

The place of jurisdiction for all disputes arising between the Company and its shareholders and among the shareholders themselves that are attributable to their relationship to the Company or to each other shall be the Company's domicile

Article 19 Formation Expenses

The Company shall bear the formation expenses up to the amount of €94,000