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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

FC 29339

POST ROOM

A fee is payable with this form  
Please see 'How to pay' on the last page.

**PAID**

☒ **What this form is for**  
You may use this form to register a  
UK establishment.

☐ **What this form is NOT for**  
You cannot use this form to change  
the details of an existing cor-  
porate officer or establishment.

For further information, please  
refer to our guidance at



\*AWLWDF78\*

A08

15/12/2009

377

COMPANIES HOUSE

TUESDAY

**Part 1****Overseas company details (Name)**

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 A1**.
- To register using an alternative name, go to **Section A2**.

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

All fields are mandatory unless  
specified or indicated by \*

**A1****Corporate company name**Corporate name<sup>1</sup>

<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated under  
which you propose to carry on  
business in the UK.

**A2****Alternative name**

The company wishes to register an alternative name under which it proposes to  
carry on business in the UK under section 1048 of the Companies Act 2006.

Corporate name<sup>2</sup>

Brother Sewing Machines Europe GmbH

<sup>2</sup> Please give your corporate name  
as incorporated in your home state  
or country.

Alternative name  
(if applicable)<sup>3</sup>

Brother Sewing Machines Europe GmbH UK Branch

<sup>3</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.

**A3****Overseas company name restrictions<sup>4</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>4</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)



# OS IN01

## Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law.

From

d

d

m

m

To

d

d

m

m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

**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).

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 3

## Constitution

**C1**

### Constitution of company<sup>①</sup>

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.  
☒ I enclose a certified translation, if applicable.

<sup>①</sup> A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator.

A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, 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>②</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

Objects of the company<sup>③</sup>

Amount of issued share capital<sup>④</sup>

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

<sup>②</sup> This address will appear on the public record.

<sup>③</sup> Please give a brief description of the company's business.

<sup>④</sup> Please specify the amount of shares issued and the value.

# OS IN01

Registration of an overseas company opening a UK establishment

## 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)	N/A
Surname	
Former name(s) <sup>②</sup>	

#### ① Corporate details

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

#### ② 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	
Street	
Post town	
County/Region	
Postcode	
Country	

#### ③ 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 type="checkbox"/> Unlimited
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑤</sup></p>
If applicable, name(s) of person(s) with whom you are acting jointly	

④ 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.

⑤ 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

### Corporate secretary

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b> Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	<b>① Registered or principal address</b> 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.
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b> 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.	<b>④ Non-EEA</b> 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
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		

# OS IN01

## Registration of an overseas company opening a UK establishment

E5

### Corporate secretary's authority

Extent of authority	<p>Please enter the extent of your authority as corporate secretary. Please tick one box.</p> <p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	<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>
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly	<p></p> <p></p> <p></p>	

# OS IN01

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>																	
	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)	Koji																	
Surname	Kadomura																	
Former name(s) <sup>②</sup>																		
Country/State of residence <sup>③</sup>	Germany																	
Nationality	Japanese																	
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>7</td><td>m</td><td>0</td><td>m</td><td>5</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>1</td></tr></table>	d	0	d	7	m	0	m	5	y	1	y	9	y	6	y	1	
d	0	d	7	m	0	m	5	y	1	y	9	y	6	y	1			
Business occupation (if any) <sup>④</sup>	Managing Director																	

**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.

<b>F2</b>	<b>Director's service address <sup>①</sup></b>	
Building name/number		
Street	In Den Weingärten 110	
Post town	65760 Eschborn	
County/Region		
Postcode		
Country	Germany	

**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.



# OS IN01

## Registration of an overseas company opening a UK establishment

F4 Director's authority	
	Please enter the extent of your authority as director. Please tick one box.
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box.</div> <div><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷</div>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>

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.

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.

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate director

<b>G1</b>	<b>Corporate director details ①</b>	<b>① Registered or principal address</b> 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.
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		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only		
<b>G3</b>	<b>EEA companies ②</b>	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
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 ③		
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	<b>④ Non-EEA</b> 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
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 ④		
If applicable, the registration number		

# OS IN01

## Registration of an overseas company opening a UK establishment

**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			

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 5 UK establishment details

<b>H1</b>	<b>Documents previously delivered - constitution</b> 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 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<b>H2</b>	<b>Documents previously delivered – accounting documents</b> 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 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases.		
<b>H3</b>	<b>Delivery of accounts and reports</b> Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. <input checked="" type="checkbox"/> In respect of this establishment. Please go to Section H4. <input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4.	<b>Please tick the appropriate box.</b>
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

**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	Brother Sewing Machines Europe GmbH UK Branch									
Building name/number	Jones House									
Street	Shepley Street									
	Audenshaw									
Post town										
County/Region	Manchester									
Postcode	M	3	4		5	J	D			
Country	UK									
	Please give the date the establishment was opened and the business of the establishment.									
Date establishment opened	<sup>d</sup>	<sup>d</sup>	<sup>m</sup>	<sup>m</sup>	<sup>y</sup>	<sup>y</sup>	<sup>y</sup>	<sup>y</sup>		
	0	1	1	2	2	0	0	9		
Business carried on at the UK establishment	See attached continuation sheet									

**① Address**

This is the address that will appear on the public record.

**OS IN01**

Registration of an overseas company opening a UK establishment

**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)

Geoff

Surname

Taylor

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

Building name/number

Street

Shepley Street

Guide Bridge

Post town

Audenshaw

County/Region

Manchester

Postcode

M 3 4 5 J D

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.

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

Will seek approval from K Kadamura for significant decisions

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

Koji Kadamura

<sup>2</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>3</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.

# OS IN01

## 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)

Geoff

Surname

Taylor

### K2

### Service address of person authorised to accept service ①

Building name/number

Brother Sewing Machines Europe GmbH UK Branch, Jones House

Street

Shepley Street

Guide Bridge

Post town

Audenshaw

County/Region

Manchester

Postcode

M 3 4 5 J D

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. This may be the registered office or principal office address or the address of the UK establishment as the case may be. Please note a DX address would not be acceptable.

## OS IN01

Registration of an overseas company opening a UK establishment

### Part 8

### Signature

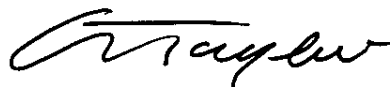
This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

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



# OS IN01

## Registration of an overseas company opening a UK establishment



### 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 Lauren Sharpes

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Post town Manchester

County/Region

Postcode M 2 3 D L

Country England

DX 14304 Manchester

Telephone 0161 235 4680



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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)

**Continuation of page 14 of: OS IN01**

**Registration of an overseas company opening a UK establishment**

**H4: Particulars of UK Establishment**

**Business carried on at the UK establishment:**


The importation and exportation of and wholesale trading in goods of all kinds, including but not limited to sewing machines and other products of the Brother group of companies as well as the performance of commercial agency activities in Europe.

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## NOTARIAL CERTIFICATE

I hereby certify that the attached is a true and accurate copy of the Articles of Association as resolved in my Deed No. 337/2009 of 30<sup>th</sup> of April, 2009 and registered with the Commercial Register at the Local Court of Frankfurt/Main on 5<sup>th</sup> of May, 2009.

This 4<sup>th</sup> day of December, 2009

  
Klaus M. Kübel  
Notary

**APOSTILLE**  
(Convention de la Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland  
Diese öffentliche Urkunde
2. ist unterschrieben von Klaus M. Kübel
3. in seiner Eigenschaft als amtlich bestellter Notar
4. sie ist versehen mit dem Siegel/Stempel des(der) Notars

**Bestätigt**

5. in Frankfurt/Main
6. am 08.12.09
7. durch den Herrn Präsidenten des Landgerichts
8. unter Nr. 91 Ea A 10892
9. Siegel/Stempel
10. Unterschrift  
i.A. Lohmeyer



# 4631\_1 [FRANKFURT]

**Gesellschaftsvertrag**  
**der**  
**Brother Sewing Machines Europe GmbH**

**§ 1**  
**Firma**

Die Gesellschaft führt die Firma:

Brother Sewing Machines Europe GmbH

**§ 2**  
**Sitz der Gesellschaft**

Sitz der Gesellschaft ist Bad Vilbel.

**§ 3**  
**Gegenstand des Unternehmens**

Der Im- und Export von und der Großhandel mit Waren aller Art, insbesondere aber nicht ausschließlich mit Nähmaschinen und anderen Produkten der Brother-Firmengruppe, ferner die Übernahme von Handelsvertretungen in Europa.

Die Gesellschaft darf sich an anderen Unternehmungen beteiligen, sie darf auch Zweigniederlassungen, Repräsentanzen oder Einrichtungen in Russland und in anderen Ländern errichten.

**§ 4**  
**Geschäftsjahr**

Das Geschäftsjahr beginnt am 01.04. eines jeden Jahres und endet am 31.03. des jeweils darauf folgenden Jahres.

Dokument: 1462921\_1 [FRANKFURT] - Akte: BRO.F090247.KH1.bes - 7154627.0415

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明打公司  
Koji Kadomura

Seite 2

**§ 5**

**Stammkapital**

Das Stammkapital der Gesellschaft beträgt EUR 25.000,00 (in Worten: Fünfundzwanzigtausend Euro).

Das Stammkapital der Gesellschaft ist unterteilt in 25.000 Geschäftsanteile mit den fortlaufenden Nummern 1 bis 25.000 im Nennbetrag von jeweils EUR 1,00.

**§ 6**

**Verfügung über Geschäftsanteile**

Die Veräußerung, Verpfändung und Sicherungszession von Geschäftsanteilen oder von Teilen von Geschäftsanteilen ist nur mit schriftlicher Einwilligung aller Gesellschafter zulässig.

**§ 7**

**Vertretung**

Die Gesellschaft wird durch einen oder mehrere Geschäftsführer vertreten. Ist ein Geschäftsführer bestellt, so vertritt er die Gesellschaft alleine. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft jeweils durch zwei Geschäftsführer oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten.

Die Gesellschafterversammlung kann allen oder einzelnen Geschäftsführern Einzelvertretungsbefugnis einräumen.

**§ 8**

**Gesellschafterversammlung**

Die Einberufung der Gesellschafterversammlung erfolgt unbeschadet der Vorschriften der §§ 50 und 51 des GmbH-Gesetzes durch den oder die Geschäftsführer. Die Einberufung hat durch eingeschriebenen Brief an jeden einzelnen Gesellschafter mit einer Frist von zwei Wochen, welche mit der Absendung des Briefes beginnt, unter Mitteilung der Tagesordnung zu erfolgen. Eine nicht ordnungsgemäß einberufene Gesellschafterversammlung kann Beschlüsse nur fassen, wenn sämtliche Gesellschafter vertreten sind und kein Widerspruch gegen die Beschlussfassung erhoben wird.

Der Ort der Gesellschafterversammlung ist in der Einladung mitzuteilen.

Über jede Gesellschafterversammlung ist eine Niederschrift aufzunehmen, soweit nicht notarielle Beurkundung vorgeschrieben ist.

Seite 3

**§ 9****Stimmrecht**

Jeder Gesellschafter kann sich durch einen anderen Gesellschafter vertreten lassen. Er ist auch berechtigt, einen zur Berufsverschwiegenheit verpflichteten Dritten mit der Wahrnehmung seiner Rechte in der Gesellschafterversammlung zu beauftragen. Die Vollmacht zur Vertretung und zur Ausübung des Stimmrechts bedarf der Schriftform.

Jeder voll eingezahlte EUR 1,00 eines Geschäftsanteils gewährt eine Stimme.

Bei allen Abstimmungen ist - soweit nicht das Gesetz oder die Satzung zwingend etwas anderes vorschreibt - die einfache Mehrheit der abgegebenen Stimmen entscheidend.

**§ 10****Bekanntmachungen der Gesellschaft**

Die Bekanntmachungen erfolgen, soweit dieses gesetzlich erforderlich ist, nur im elektronischen Bundesanzeiger.

**§ 11****Aufsichtsrat**

Die Gesellschaft hat einen Aufsichtsrat, auf den die Vorschriften des Aktiengesetzes keine Anwendung finden. Der Aufsichtsrat besteht aus einem oder mehreren Mitgliedern, die von der Gesellschafterversammlung auf unbestimmte Zeit gewählt werden und von der Gesellschafterversammlung zu jeder Zeit, auch ohne wichtigen Grund, abberufen werden können. Der Aufsichtsrat ist befugt, sich selbst eine Geschäftsordnung zu geben. Der Aufsichtsrat hat die Geschäftsführung zu überwachen und zu überprüfen. Die Gesellschafterversammlung entscheidet, ob und in welcher Höhe die Mitglieder des Aufsichtsrats eine Vergütung erhalten.

**§ 12****Zuwendung geldwerter Vorteile**

Die Gewährung geldwerter Vorteile an die Gesellschafter oder diesen nahestehenden Dritten außerhalb satzungsmäßiger Gewinnverteilungsbeschlüsse ist unzulässig.

Rechtsgeschäfte oder Rechtshandlungen der Gesellschaft, die der in Abs. 1 getroffenen Bestimmung widersprechen, sind insoweit unwirksam, als den genannten Personen ein

Seite 4

Vorteil zugewendet wird. Der Begünstigte ist in solchen Fällen gegenüber der Gesellschaft zum Wertersatz in Höhe des gewährten Vorteils verpflichtet.

Sollte bei einer Vorteilsgewährung an einen nahestehenden Dritten aus rechtlichen Gründen gegen diesen kein Anspruch gegeben sein, so richtet sich der Anspruch gegen den Gesellschafter, dem der Dritte nahesteht.

Ob und in welcher Höhe die Zuwendung eines geldwerten Vorteils vorliegt, wird im Verhältnis zwischen Gesellschaft und Gesellschaftern bzw. Dritten durch eine rechtskräftige Entscheidung der Finanzbehörde oder des Finanzgerichts verbindlich festgestellt.

### § 13

#### Gründungskosten

Die Kosten der Gründung der Gesellschaft, einschließlich der Notar- und Gerichtskosten für die Beurkundung des Gesellschaftsvertrages und die Eintragung der Gesellschaft in das Handelsregister, werden bis zu einer Höhe von EUR 2.000,00 von der Gesellschaft getragen.

Dokument: 146292f\_1 [FRANKFURT] - Akte: BRO.F090247.KH1.bcs - 7134627.0419

Certified English Translation

Articles of Association  
of  
Brother Sewing Machines Europe GmbH

§ 1

Name of the Company

The name of the Company is:

Brother Sewing Machines Europe GmbH

§ 2

Registered Office

The registered office of the Company is in Bad Vilbel.

§ 3

Objectives of the Company

The importation and exportation of and wholesale trading in goods of all kinds, including but not limited to sewing machines and other products of the Brother group of companies as well as the performance of commercial agency activities in Europe.

The Company is entitled to participate in other enterprises and to establish branch offices, representative offices or desks in Russia and in other countries.

§ 4

Fiscal Year

The Company's fiscal year starts on April 1 each year and ends on March 31 of the following year.

§ 5

Share Capital

The share capital of the Company is EUR 25,000 (in words: twenty-five thousand euros).  
The share capital of the Company is divided into 25,000 shares with a consecutive numbering from 1 to 25,000 each with a nominal value of 1,00 EUR.

§ 6

Disposal of Shares

Any sale, pledge or assignment for security purposes of shares or parts thereof shall require the written approval of all shareholders.

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.....  
Koji Kadomura



Page 2

**§ 7****Representation**

The Company shall be represented by one or several managing directors. If one managing director has been appointed he shall represent the Company acting alone. If several managing directors have been appointed the Company shall be represented by two managing directors jointly or by one managing director acting together with a Prokurist.

The shareholders' meeting may accord single power of representation to all or any one of the managing directors.

**§ 8****Shareholders' Meeting**

Without prejudice to the provisions of §§ 50 and 51 of the German Law on Companies with Limited Liability, notice of shareholders' meetings will be given by the managing director(s) by registered letter to each shareholder observing a notice period of two weeks from the mailing date. The notice shall include the agenda to be dealt with. If the shareholders' meeting has not been properly called, resolutions may only be adopted if all shareholders are represented therein and no shareholder objects to the adoption of resolutions.

The place of the shareholders' meeting shall be shown in the notice.

Written minutes shall be taken of any shareholders' meeting unless notarial recording is prescribed.

**§ 9****Voting Rights**

Each shareholder may be represented by another shareholder in shareholders' meetings. Each shareholder is also entitled to authorize a third party who must be subject to professional secrecy to exercise its rights in shareholders' meetings. Any power of attorney for the purposes of such representation including the exercise of voting rights shall be in writing.

Each fully paid EUR 1,- of a share grants one vote.

In any voting a simple affirmative majority of the votes cast shall be decisive, unless otherwise prescribed by law or in accordance with these Articles of Association.

**§ 10****Publications of the Company**

Any publications required by law shall be made in the electronic Federal Gazette only.

Page 3

**§ 11****Supervisory Board**

The Company has a Supervisory Board to which the provisions of the German Stock Corporations Act shall not apply. The Supervisory Board consists of one or more members; such members will be elected by the shareholders' meeting for an indefinite term of office and may at any time be removed by the shareholders' meeting also in the absence of cause. The Supervisory Board is entitled to adopt its own standing rules. The Supervisory Board shall supervise and control the management. The shareholders' meeting shall decide whether the members of the Supervisory Board will receive any remuneration and, if so, establish the amount thereof.

**§ 12****Granting of Monetary Benefits**

No monetary benefits shall be granted to the shareholders or any third parties related thereto except in accordance with a resolution on the distribution of profits to be adopted in accordance with these Articles of Association.

Any transactions or acts by the Company which are in contravention of the provision set out in the first paragraph hereof shall be invalid to the extent that a benefit is granted to any person referred to therein. The recipient of any such benefit shall in such an event be required to make compensation to the Company in an amount equal to the value of the benefit received.

If, in the event of the granting of a benefit to a related third party, a claim cannot be made against such third party for reasons of law, then the claim shall be directed against such shareholder to whom the third party is related.

The final decision of the tax administration or the tax court shall be conclusively binding for the purpose of determining whether and to what extent the granting of a monetary benefit has occurred as between the Company and any shareholder or third party, as the case may be.

**§ 13****Costs of Formation**

The costs of formation of the Company including, but not limited to, the costs for the notarial recording of the Articles of Association and the court costs for the registration of the Company in the commercial register shall be borne by the Company up to an amount of EUR 2,000.

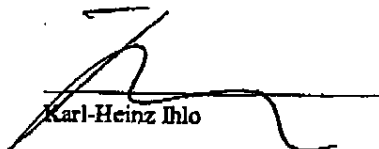
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Page 4

This is to certify that the above is a true and accurate translation from the German into the English language.

This 17th day of August 2009



  
Karl-Heinz Ihlo

Generally Sworn Interpreter and Translator  
of the English Language for the Courts and Notaries  
in the State of Hesse, Federal Republic of Germany

**APOSTILLE**

(Convention de la Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland  
Diese öffentliche Urkunde
2. ist unterschrieben von Karl-Heinz Ihlo
3. in seiner Eigenschaft als ermächtigter Übersetzer
4. sie ist versehen mit dem Siegel/Stempel des(der)  
Übersetzers

**Bestätigt**

5. in Frankfurt/Main
6. am 18.08.09
7. durch den Herrn Präsidenten des Landgerichts
8. unter Nr. 91 Ea A.7419
9. Siegel/Stempel
10. Unterschrift

  
I.V. Franko



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Handelsregister B des Amtsgerichts Frankfurt am Main

Abdruck  
Abdruck vom 04.12.2009 16:13Nummer der Firma:  
Seite 1 von 1

HRB 85406

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, Inhaberscheit, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammsatz	1) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnisse	Prokur	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	a) Broder Sewing Machines Europe GmbH b) Bad Vilbel Gesellschaftsform: Im Rosengarten 14, 61118 Bad Vilbel c) Der In- und Export von und der Großhandel mit Waren aller Art, insbesondere aber nicht ausschließlich mit Nähmaschinen und anderen Produkten der Brother-Firmengruppe, ferner die Übernahme von Handelsvertretungen in Europa.	25.006,00 EUR	a) Sei nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten. b) Beauftragt als Geschäftsführer: Kadomura, Koji, Cheshire, England, 07.05.1961	5	a) Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 30.04.2003	a) 05.05.2008 Lehmann b) Fall 1

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 Koji Kadomura

Aufgrund heutiger Einsichtnahme in das Handelsregister des Amtsgerichts Frankfurt am Main bescheinige ich, dass der vorstehende Ausdruck bezüglich Brother Sewing Machines Europe GmbH, HRB 85406, den Inhalt des Handelsregisters bezeugt.

Based on my today's inspection of the commercial register of the Local Court of Frankfurt/Main I hereby certify that the forgoing printout regarding Brother Sewing Machines Europe GmbH, registration no. HRB 85406, is identical with the contents of the commercial register.

Frankfurt am Main, den 4. Dezember 2009

  
Klaus M. Kübel  
Notar

**APOSTILLE**

(Convention de la Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland  
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2. ist unterschrieben von Klaus M. Kübel
3. in seiner Eigenschaft als amtlich bestellter Notar
4. sie ist versehen mit dem Siegel/Stempel des(der) Notars

**Bestätigt**

5. in Frankfurt/Main
6. am 08.12.09
7. durch den Herrn Präsidenten des Landgerichts
8. unter Nr. 91 Ea A 10691
9. Siegel/Stempel
10. Unterschrift

  
J.A. Labernier

Commercial Register B of the  
Local Court of Frankfurt/Main

Printout  
Retrieved on 14 August 2009 at 12:46 h

No. of Company:  
Page leaf 2

HRB 85406

Certified English Translation

No. of Entry	a) Name b) Seat, Place of Business, Domestic Business Address, Receiving Agent, Branch Offices c) Objectives of the Company's Business	Registered Capital	a) General Rules of Representation b) Board of Management, Managerial Body, Executive Directors, General Partner, Managing Directors, Authorized Representatives and Special Authority of Representation	Holders of "Prokura" (Statute-Defined Commercial Power of Attorney)	a) Legal Form, Commencement Date, Charter or Articles of Association b) Other Legal Relations	a) Date of Registration b) Remarks
1	2	3	4	5	6	7
1	a) Brother Sewing Machines Europe GmbH b) Bad Vilbel Business address: Im Rosengarten 14, 61118 Bad Vilbel c) The importation and exportation of and wholesale trading in goods of all kinds, including but not limited to sewing machines and other products of the Brother group of companies as well as the performance of commercial agency activities in Europe.	EUR 25,000.00	a) If only one managing director has been appointed he shall represent the company alone. If several managing directors have been appointed the company shall be represented by two managing directors jointly or by one managing director acting together with a Prokurist. b) Appointed as managing director: Koji Kadamura, Cheshire, England, * 7 May 1961		a) Company with limited liability Articles of Association dated 30 April 2009	a) 5 May 2009 b) Lehmann Case 1

Document: 1520749\_1 FRANKFURT

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2009.11.17  
Koji Kadamura

Page 2

This is to certify that the above is a true and accurate translation of a printout retrieved on 14 August 2009, 12:46 h, of the contents of the commercial register at the Local Court of Frankfurt/Main re Brother Sewing Machines Europe GmbH, Bad Vilbel, Germany.

This 17th day of August 2009



Karl-Heinz Ihlo

Generally Sworn Interpreter and Translator of the English Language for the Courts and Notaries in the State of Hesse, Federal Republic of Germany

### APOSTILLE

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4. in seiner Eigenschaft als ermächtigter Übersetzer
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Bestätigt

5. in Frankfurt/Main
7. durch den Herrn Präsidenten des Landgerichts unter Nr. 91 Ea A 7417
10. Unterschrift

i.V. Franke



Brother Sewing Machines Europe GmbH  
Sitz: Bad Vilbel  
Im Rosengarten 14, 61118 Bad Vilbel  
Amtsgericht Frankfurt am Main, HRB 85406  
Geschäftsführer: Herr Koji Kadomura

Eröffnungsbilanz zum 30. April 2009

AKTIVA

€

Ausstehende Stammeinlagen

25.000,00

25.000,00

PASSIVA

Eigenkapital

Gezeichnetes Kapital

25.000,00

25.000,00

Bad Vilbel, den 30. April 2009

Certified as a correct copy of the original

明 野 宏 司

Koji Kadomura



Certified English Translation

Brother Sewing Machines Europe GmbH  
Seat: Bad Vilbel  
Im Rosengarten 14, 61118 Bad Vilbel  
Local Court of Frankfurt/Main, HRB 85406  
Managing Director: Koji Kadomura

Opening Balance Sheet as at 30 April 2009

ASSETS

Outstanding contributions to subscribed capital

EUR

25,000.00

25,000.00

LIABILITIES

Equity

Subscribed capital

25,000.00

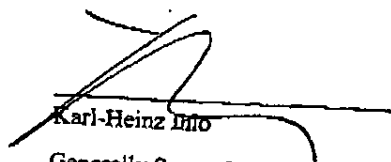
25,000.00

Bad Vilbel, 30 April 2009

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This 17th day of August 2009



  
Karl-Heinz Inlo

Generally Sworn Interpreter and Translator  
of the English Language for the Courts and Notaries  
in the State of Hesse, Federal Republic of Germany

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Koji Kadomura

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4. sie ist versehen mit dem Siegel/Stempel des(der)  
Übersetzers

### Bestätigt

5. in Frankfurt/Main
6. am 18.08.09
7. durch den Herrn Präsidenten des Landgerichts
8. unter Nr. 91 Ea A 7418
9. Siegel/Stempel

10. Unterschrift

*Frank*  
i.V. Franke





**FILE COPY**

**CERTIFICATE OF REGISTRAION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029339

UK Establishment No. BR014321

The Registrar of Companies hereby certifies that

**BROTHER SEWING MACHINES EUROPE GMBH**

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

Given at Companies House on **15th December 2009**.



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES