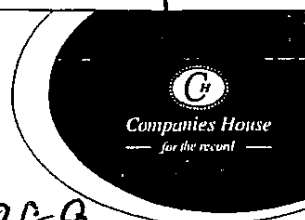


734665/80

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



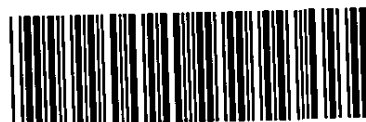
FC 29789

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

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

☐ **What this form is NOT**
You cannot use this for
the details of an existing
officer or establishment

THURSDAY



A09 *ALD6PMOD* 221
COMPANIES HOUSE

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**

→ **Filing in this form**
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 name¹ ABILITY ELSDORF RETAIL SARL

¹ 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 name²

Alternative name
(if applicable)³

² Please give your corporate name
as incorporated in your home state
or country

³ 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 restrictions⁴

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

⁴ **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

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment ① <div><div>→ No</div> Go to Section B2 <div>→ Yes</div> Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date</div> <div>UK establishment registration number</div> <div><div>B</div><div>R</div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div></div>	① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts
B2	Credit or financial institution Is the company a credit or financial institution? ② <div><div><input type="checkbox"/> Yes</div><div><input checked="" type="checkbox"/> No</div></div>	② Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below <div><div>Legal form ③</div><div>PRIVATE LIMITED COMPANY</div><div>Country of incorporation *</div><div>LUXEMBOURG</div><div>Identity of register in which it is registered ④</div><div>R C S LUXEMBOURG</div><div>Registration number in that register</div><div>B125 433</div></div>	③ This includes whether the company is a private or public company or whether or not the company is limited ④ This will be the registry where the company is registered in its parent country
B4	EEA or non-EEA member state Was the company formed outside the EEA? <div><div>→ Yes</div> Complete Sections B5 and B6 <div>→ No</div> Go to Section B6</div>	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated <div><div>Governing law ⑤</div><div></div><div></div><div>Is the company required to prepare, audit and disclose accounting documents under parent law? <div><div>→ Yes</div> Complete the details below <div>→ No</div> Go to Part 3</div></div></div>	⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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 ❶

☐ 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

❶ Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1

Constitution of company¹

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

¹ 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 incorporation²

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Objects of the company³

Amount of issued share capital³

² This address will appear on the public record

³ Please give a brief description of the company's business

³ 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 details¹

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)

Surname

Former name(s)²

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 address³

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

- ☐ Limited ⁴
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ⁵

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

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details ¹	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm	ME PATRICK GOERGEN	¹ Registered or principal address 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.
Building name/number	25	
Street	RUE PHILIPPE II B P 381	
Post town	LUXEMBOURG	
County/Region		
Postcode	L 2 3 4 0	
Country	LUXEMBOURG	
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	² EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³	LUXEMBOURG BAR ASSOCIATION	
Registration number	N/A	
E4	Non-EEA companies	
	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.	⁴ Non-EEA 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 ⁴		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

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

Registration of an overseas company opening a UK establishment

F1 Director details 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

Country/State of residence
This is in respect of your usual residential address as stated in Section F3

Business occupation
If you have a business occupation,
please enter here. If you do not,
please leave blank.

Date of birth

F2	Director's service address⁶
-----------	---

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

County/Region

Postcode	W	1	B		1	P	P	
----------	---	---	---	--	---	---	---	--

Country	ENGLAND
---------	---------

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		<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 checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" 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

Corporate director

G1	Corporate director details ¹ Use this section to list all the corporate directors of the company Please complete G1-G5. Please use a continuation page if necessary	1 Registered or principal address 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		
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ² Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³		
Registration number		
G4	Non-EEA companies 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	4 Non-EEA 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 ⁵		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

Extent of authority	<p>Please enter the extent of your authority as corporate director 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

Part 5 UK establishment details

H1

Documents previously delivered - constitution

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

H2

Documents previously delivered – accounting documents

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

Sections H3 and H4 must be completed in all cases

H3

Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment

☒ In respect of this establishment Please go to Section H4

☐ In respect of another UK establishment Please give the registration number below, then go to Section H4

● Please tick the appropriate box

UK establishment
registration number

B R

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		① Address This is the address that will appear on the public record
Name of establishment	ABILITY ELSDORF RETAIL SARL	
Building name/number	ABILITY HOUSE, 7	
Street	PORTLAND PLACE	
Post town	LONDON	
County/Region		
Postcode	W 1 B 1 P P	
Country		
Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	d 0 1 m 0 4 y 2 0 y 1 0	
Business carried on at the UK establishment	PROPERTY INVESTMENT	

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)

ANDREAS

Surname

PANAYIOTOU

J2**Permanent representative's service address ①**

Building name/number

ABILITY HOUSE, 7

Street

PORTLAND PLACE

Post town

LONDON

County/Region

Postcode

W 1 B 1 P P

Country

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.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② 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

③ 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)

ANDREAS

Surname

PANAYIOTOU

K2**Service address of person authorised to accept service ¹**

Building name/number

ABILITY HOUSE, 7

Street

PORTLAND PLACE

Post town

LONDON

County/Region

Postcode

W 1 B 1 P P

Country

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

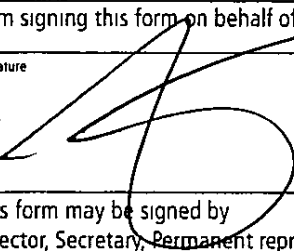
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

A large, stylized handwritten signature in black ink, written over the signature line and extending into the space below it.

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 **ANDREAS PANAYIOTOU**

Company name **ABILITY GROUP**

Address **ABILITY HOUSE**

7 PORTLAND PLACE

Post town **LONDON**

County/Region **ENGLAND**

Postcode **W 1 B 1 P P**

Country

DX

Telephone **02075801234**



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 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

THIS IS CERTIFIED
TO BE A TRUE COPY
OF THE ORIGINAL

SIGNED

POSITION: DIRECTOR

DATE 17/8/2010

Ability Elsdorf Retail S.à r.l.
Société à responsabilité (private limited company)
Registered office: L-2340 Luxembourg
25, rue Philippe II
R.C.S. Luxembourg : B 125.433

CERTIFICATE

I, Maître Martine SCHAEFFER, Civil Law Notary residing in Luxembourg (Grand-Duchy of Luxembourg),

HEREBY ATTEST AND CERTIFY:

that the company "Ability Elsdorf Retail S.à r.l." having its registered office in L-2340 Luxembourg, 25, rue Philippe II, has been incorporated by deed of the notary Maître Joseph Elvinger, residing in Luxembourg, drawn up on March 5th, 2007, for an unlimited period, and published in the Mémorial C, Recueil des Sociétés et Associations under number 948 on May 23rd, 2007;

that "Ability Elsdorf Retail S.à r.l." has a subscribed capital of EUR 83,500.- (eighty-three thousand five hundred Euro), represented by 3,340 (three thousand three hundred forty) shares with a par value of EUR 25 - (twenty-five Euro) each, all subscribed and entirely paid in;

that following the current Luxembourg law provisions and rules, the said company exists immediately at the date of its incorporation, having the legal personality before all registration and publication formalities,

that "Ability Elsdorf Retail S.à r.l." has the full and entire legal capacity to manage its business and to take all actions of disposal and administration, which are in line with its object, reading as follows

"The Company may carry out all transactions pertaining directly or indirectly to the taking of participating interests in any enterprises in whatever form, as well as the administration, the management, the control and the development of such participating interests

The Company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any securities and patents of whatever origin, participate in the creation, the development and the control of any enterprise, acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and patents, realise them by way of sale, transfer, exchange or otherwise, have developed these securities and patents. The Company may grant assistance (by way of loans, advances, guarantees or securities or otherwise) to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs (including shareholders or affiliates).

In general, the Company may carry out any financial, commercial, industrial, personal or real estate transactions, take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its purposes or which are liable to promote their development or extension.

The company may borrow in any form and proceed the issuance of bonds or any other instruments which may be convertible "

And acting through its single manager

- Mr **Andreas PANAYIOTOU**, professionally residing at High Warren, Theyden Mount, GB – CM16 7PT Essex,

The Company shall be bound by the sole signature of its single manager, and, in the case of plurality of managers, by the joint signature of one Category A Manager and one Category B Manager.

In witness whereof, the present certificate has been drawn up in Luxembourg this 28 April 2010.



2/2



Article 1.

There is formed a private limited liability company, which will be governed by the laws pertaining to such an entity (hereafter the «Company»), and in particular by the law of August 10th, 1915 on commercial companies as amended (hereafter the «Law»), as well as by the present articles of association (hereafter the «Articles»)

Article 2.

The Company may carry out all transactions pertaining directly or indirectly to the taking of participating interests in any enterprises in whatever form, as well as the administration, the management, the control and the development of such participating interests

The Company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any securities and patents of whatever origin, participate in the creation, the development and the control of any enterprise, acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and patents, realise them by way of sale, transfer, exchange or otherwise, have developed these securities and patents. The Company may grant assistance (by way of loans, advances, guarantees or securities or otherwise) to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs (including shareholders or affiliates)

In general, the Company may carry out any financial, commercial, industrial, personal or real estate transactions, take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its purposes or which are liable to promote their development or extension

The Company may borrow in any form and proceed to the issuance of bonds or any other instruments which may be convertible

Article 3.

The Company is formed for an unlimited period of time

Article 4

The Company will have the name ABILITY ELSDORF RETAIL S à r l

Article 5

The registered office of the Company is established in Luxembourg
It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the Articles

The address of the registered office may be transferred within the municipality by simple decision of the Manager or in case of plurality of managers, by a decision of the Board of Managers

The Company may have offices and branches, both in Luxembourg and abroad
Article 6

The issued capital of the Company is set at eighty-three thousand five hundred Euros (83,500 - EUR) divided into three thousand three hundred forty (3,340) shares, all with a nominal value of twenty-five Euros (25 - EUR) each

Article 7

The capital may be changed at any time by a decision of the sole shareholder or by a decision of the shareholders' meeting, in accordance with article 14 of the Articles

Article 8

Each share entitles the holder thereof to a fraction of the Company's assets and profits of the Company in direct proportion to the number of shares in existence

Article 9.

Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company

Article 10

In case of a single shareholder, the Company's shares held by the sole shareholder are freely transferable

In the case of plurality of shareholders, the shares held by each shareholder may be transferred by application of the requirements of article 189 of the Law

Article 11

The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the sole shareholder or of one of the shareholders

Article 12

The Company is managed by one or more managers. If several managers have been appointed, they will constitute a Board of Managers composed of Category A Managers and Category B Managers. The managers need not to be shareholders. The manager(s) may be dismissed *ad nutum*

Article 13

In dealing with third parties, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article have been complied with

In addition, the manager(s) will have all powers to manage the company and to make decisions on all strategic issues including investments and disposals

All powers not expressly reserved by law or the present Articles to the general meeting of shareholders fall within the competence of the managers, or in case of plurality of managers, of the Board of Managers

The Company shall be bound by the sole signature of its single manager, and, in case of plurality of managers, by the joint signature of one Category A Manager and one Category B Manager

Article 14

The Manager, or in case of plurality of managers, the Board of Managers may sub-delegate all or part of his powers to one several ad hoc agents

The manager, or in case of plurality of managers, the Board of Managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency. The Board of Managers can deliberate or act validly only if at least a majority of the managers is present or represented at a meeting of the Board of Managers amongst which at least one Category B Manager. The resolutions of the Board of Managers shall be adopted by the majority of the managers present or represented, amongst which the favourable vote or abstention of one Category B Manager

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at the managers' meetings

Any and all managers may participate in any meeting of the Board of Managers by telephone or video conference call or by other similar means of communication allowing all the managers taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting

The Manager, or in case of plurality of managers, the Board of Managers may decide to pay interim dividends on the basis of a statement of accounts prepared by the manager(s) showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realised profits since the end of the last fiscal year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established by law or by these articles of incorporation

Article 15.

The Manager, or in case of plurality of managers, the Board of Managers assumes, by reason of his position, no personal liability in relation to any commitment validly made by him in the name of the Company

Article 16

The sole shareholder assumes all powers conferred to the general shareholders' meeting

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares, which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions

are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital

However, resolutions to alter the Articles may only be adopted by the majority of the shareholders owning at least three-quarters of the Company's share capital, subject to the provisions of the Law

Article 17

The Company's financial year starts on the first of January and ends on the thirty-first of December of each year

Article 18

At the end of each financial year, the Company's accounts are established and the Board of Managers prepares an inventory including an indication of the value of the Company's assets and liabilities

Each shareholder may inspect the above inventory and balance sheet at the Company's registered office

Article 19

The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortization and expenses represent the net profit. An amount equal to five per cent (5%) of the net profit of the Company is allocated to the legal reserve, until this reserve amounts to ten per cent (10%) of the Company's share capital

The balance of the net profit may be distributed to the shareholder(s) in proportion to his/her shareholding in the Company

Article 20

At the time of winding up the Company the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration

Article 21

Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles

Suit la traduction française du texte qui précède.

Article 1^{er}

Il est formé une Société à responsabilité limitée qui sera régie par les lois relatives à une telle entité (ci-après «la Société»), et en particulier la loi du 10 août 1915 relative aux Sociétés commerciales, telle que modifiée (ci-après «la Loi»), ainsi que par les présents statuts de la Société (ci-après «les Statuts»)

Article 2

La Société peut réaliser toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute

entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets. Elle peut (par voie de prêts, avances, cautionnement, sûretés ou autres) accorder tout concours aux sociétés ou entités dans lesquelles elle détient une participation, ou bien qui font partie du groupe de sociétés auquel appartient la Société (y compris ses associés ou filiales)

En général, la Société pourra également réaliser toute opération financière, commerciale, industrielle, mobilière ou immobilière, et prendre toutes les mesures pour sauvegarder ses droits et faire toutes opérations généralement quelconques, qui se rattachent à son objet ou qui le favorisent

La Société pourra emprunter sous quelque forme que ce soit et procéder à l'émission d'obligations ou d'autres instruments qui pourront être convertibles

Article 3

La Société est constituée pour une durée illimitée

Article 4

La Société a comme dénomination ABILITY ELSENDORF RETAIL S à r l

Article 5

Le siège social est établi à Luxembourg

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des Statuts

L'adresse du siège social peut être déplacée à l'intérieur de la commune par simple décision du Gérant, ou en cas de pluralité de gérants, du Conseil de Gérance

La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger

Article 6

Le capital social est fixé à quatre-vingt-trois mille cinq cents Euros (83 500,- EUR) représenté par trois mille trois cent quarante (3 340) parts sociales d'une valeur nominale de vingt-cinq Euros (25,- EUR) chacune

Article 7

Le capital peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés, en conformité avec l'article 14 des présents Statuts

Article 8

Chaque part sociale donne droit pour son détenteur à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes

Article 9

Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société

Article 10

Dans l'hypothèse où il n'y a qu'un seul associé, les parts sociales détenues par celui-ci sont librement transmissibles

Dans l'hypothèse où il y a plusieurs associés, les parts sociales détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par l'article 189 de la Loi

Article 11

La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés

Article 12

La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constituent un Conseil de Gérance composé de Gérants de catégorie A et de Gérants de catégorie B. Le(s) gérant(s) ne sont pas obligatoirement associés. Le(s) gérant(s) sont révocables ad nutum

Article 13

Dans les rapports avec les tiers, le(s) gérant(s) a(ont) tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et pourvu que les termes du présent article aient été respectés

De plus, le(s) gérant(s) a(ont) tous pouvoirs pour gérer la Société et prendre les décisions affectées aux questions stratégiques, notamment, les investissements et les actes de disposition

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les Statuts seront de la compétence du gérant et en cas de pluralité de gérants, du Conseil de Gérance

La Société est valablement engagée par la signature de son Gérant unique et en cas de pluralité de gérants, par la signature conjointe d'un Gérant de catégorie A et un Gérant de catégorie B

Article 14

Le Gérant, ou en cas de pluralité de gérants, le Conseil de Gérance, peut subdéléguer la totalité ou une partie de ses pouvoirs à un ou plusieurs agents ad hoc

Le Gérant, ou en cas de pluralité de gérants, le Conseil de Gérance, détermine les responsabilités et la rémunération (s'il y en a) de ces agents, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat

Le Conseil de Gérance ne pourra délibérer ou agir valablement que si la majorité au moins des gérants est présente ou représentée à la réunion du Conseil de Gérance, parmi lesquels doit figurer au moins un Gérant de catégorie B. Les résolutions du Conseil de Gérance sont adoptées à la majorité des gérants présents ou représentés, parmi lesquels le vote affirmatif ou l'abstention d'un Gérant de catégorie B.

Une décision prise par écrit, approuvée et signée par tous les gérants, produira effet au même titre qu'une décision prise à une réunion du Conseil de Gérance.

Chaque gérant et tous les gérants peuvent participer aux réunions du conseil par téléphone ou vidéo ou par tout autre moyen simultané de communication ayant pour effet que tous les gérants participant au conseil puissent se comprendre mutuellement. Dans ce cas, le ou les gérants concernés seront censés avoir participé en personne à la réunion.

Le Gérant, ou en cas de pluralité de gérants, le Conseil de Gérance peut décider de payer des acomptes sur dividendes sur base d'un état comptable préparé par le(s) gérant(s) duquel il ressort que des fonds suffisants sont disponibles pour distribution, étant entendu que les fonds à distribuer ne peuvent pas excéder le montant des bénéfices réalisés depuis le dernier exercice fiscal augmenté des bénéfices reportés et des réserves distribuables mais diminuées des pertes reportées et des sommes à porter en réserve en vertu d'une obligation légale ou statutaire.

Article 15

Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Article 16

L'associé unique exerce tous les pouvoirs qui lui sont conférés par l'assemblée générale des associés.

En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quel que soit le nombre de parts qu'il détient. Chaque associé possède des droits de vote en rapport avec le nombre de parts détenues par lui. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital social.

Toutefois, les résolutions modifiant les statuts de la Société ne peuvent être adoptées que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Article 17

L'année sociale commence le 1^{er} janvier et finit le 31 décembre de chaque année.

Article 18.

Chaque année, à la fin de l'exercice social, les comptes de la Société sont établis et le Conseil de Gérance prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Article 19

Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution de la réserve légale, jusqu'à celle-ci atteigne dix pour cent (10%) du capital social. Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Article 20

Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Article 21

Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les Statuts, il est fait référence à la Loi.

POUR STATUTS COORDONNES CONFORMES

Eitelbruck, le 17 mars 2010

Le notaire,



THIS IS CERTIFIED
TO BE A TRUE COPY
OF THE ORIGINAL

SIGNED X

POSITION DIRECTOR

DATE

17/18/2010



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029789

UK Establishment No. BR014772

The Registrar of Companies hereby certifies that

ABILITY ELSDORF RETAIL SARL

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

Given at Companies House on **2nd September 2010**.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES