

OS IN01

Registration of an overseas company opening a
UK establishment

FRIDAY



A29

A1LUN802

16/11/2012

#117

COMPANIES HOUSE

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 N
You cannot use this for
the details of an exist
officer or establishme

FC 31079

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name^①

LEM Deutschland GmbH

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 A3
- To register using an alternative name, go to Section A2

→ Filling in this form
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Alternative name
(if applicable) ②

Please show the alternative name that the company will use to do business
in the UK

LEM Regional Office UK

② 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. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions^③

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

③ 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

4.0

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Part 2 Overseas company details**B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment?

→ No Go to Section B2.

→ Yes 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

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.

UK establishment registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution?

☐ Yes☒ No

① Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form

~~LEH-Deutschland GmbH~~ PRIVATE LIMITED COMPANY

Country of incorporation *

Germany

Identity of register in which it is registered

Trade Registry District Court Darmstadt

Registration number in that register

H R B 5 4 4 6 2

① Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

① 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?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3.

① This means the relevant rules or legislation which regulates the incorporation of companies in that state

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	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 ①

☒ 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

① Please tick the appropriate box(es)



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Part 3**Constitution****C1****Constitution of company**

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 ①

☒ I enclose a certified translation, if applicable ②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, 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 ①

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 company ②

Amount of issued share capital ③

① This address will appear on the public record

② Please give a brief description of the company's business

③ Please specify the amount of shares issued and the value

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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^①

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 address^③

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

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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	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		
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		
Registration number		
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 ^⑤		
If applicable, the registration number		

H.C.

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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 ①</p> <p><input type="checkbox"/> Unlimited</p>	<p>① 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>② 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 ②</p>	
If applicable, name(s) of person(s) with whom you are acting jointly	<p></p> <p></p> <p></p>	



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Director**F1****Director details ^①**

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)	Hartmut
Surname	Graffert
Former name(s) ^②	
Country/State of residence ^③	Germany
Nationality	German
Date of birth	d 1 8 m 0 8 y 1 9 y 5 y 8
Business occupation (if any) ^④	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.

F2**Director's service address ^⑤**

Building name/number	LEM Deutschland GmbH
Street	Frankfurter Strasse 74
Post town	Gross-Gerau
County/Region	Darmstadt
Postcode	6 4 5 2 1
Country	Germany

- ⑤ 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.

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F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>① 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>② 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 ① <input checked="" 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 checked="" type="checkbox"/> Jointly ②		
If applicable, name(s) of person(s) with whom you are acting jointly	Mr Francois Gabella		



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Director

F1		Director details [ⓐ]	
		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)	Francois Jean Baptiste Alexandre		ⓐ Corporate details Please use Sections G1-G5 to enter corporate director details. ⓑ 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.
Surname	Gabella		
Former name(s) [ⓑ]			
Country/State of residence [ⓒ]	Switzerland		
Nationality	X SWISS		
Date of birth	d 1 d 7 m 0 m 3 y 1 y 9 y 5 y 8		
Business occupation (if any) [ⓓ]	Managing Director		
F2		Director's service address [ⓐ]	
Building name/number	LEM Deutschland GmbH		ⓐ 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.
Street	Frankfurter Strasse 74		
Post town	Gross-Gerau		
County/Region	Darmstadt		
Postcode	6 4 5 2 1		
Country	Germany		

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F4**Director's authority**

	Please enter the extent of your authority as director Please tick one box		① 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 ② 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
Extent of authority	<input type="checkbox"/> Limited ① <input checked="" 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 checked="" type="checkbox"/> Jointly ②		
If applicable, name(s) of person(s) with whom you are acting jointly	Mr Hartmut Graffert		



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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 necessaryName of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

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

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

Where the company/
firm is registered ②

Registration number

② EEAA full list of countries of the EEA can be found in our guidance
www.companieshouse.gov.uk

② This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ③If applicable, the
registration number**③ 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

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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 ①</p> <p><input type="checkbox"/> Unlimited</p>	<p>① 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>② 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 ②</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		



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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 ①

X

- ☒ 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.

① Please tick the appropriate box

UK establishment
registration number

B R

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H4

Particulars of UK establishment ^①

Please enter the name and address of the UK establishment

Name of establishment

LEM Regional Office UK

~~LEM Deutschland GmbH, UK Branch~~

Building name/number

Suite 10, West Lancs Investment Centre

Street

Maple View

White Moss Business Park

Post town

Skelmersdale

County/Region

Lancashire

Postcode

W N 8 9 T G

Country

Please give the date the establishment was opened and the business of the establishment

Date establishment opened

0 4 9 8 2 0 1 2

Business carried on at the UK establishment

Marketing and sales support for current and voltage transducers

① Address

This is the address that will appear on the public record

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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) Brian John

Surname Carter

J2 Permanent representative's service address ^①

Building name/number Suite 10, West Lancs Investment Centre

Street Maple View

White Moss Business Park

Post town Skelmersdale

County/Region Lancashire

Postcode W N 8 9 T G

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

Mr Julius Renk

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

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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) Julius

Surname Renk

J2 Permanent representative's service address ①

Building name/number Suite 10, West Lancs Business Centre

Street Maple View

White Moss Business Park

Post town Skelmersdale

County/Region Lancashire

Postcode W N 8 9 T G

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.

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
Mr Brian Carter

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

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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)

Surname

K2

Service address of person authorised to accept service ¹

Building name/number

Street

Post town

County/Region

Postcode

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. Please note, a DX address would not be acceptable.

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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



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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
Jayne Hudd

Company name
Mitchell Charlesworth

Address
Glebe Business Park

Lunts Heath Road

Post town
Widnes

County/Region
Cheshire

Postcode
W A 8 5 S Q

Country
UK

DX

Telephone
01514237500



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

Appendix 5

Articles of Association
of
LEM Deutschland GmbH

1

Company name and registered office

The name of the company is

LEM Deutschland GmbH

The registered office of the company is Groß-Gerau

2

Purpose of the company

The purpose of the company is trading and service in electronic components, instruments and systems, agency for electronic components, instruments and systems, performing staffing service exclusively for LEM Holding S A and the subsidiaries organised by the latter. The company shall be authorised to take a holding in other businesses, to assume their management, to set up branch establishments and to transact all business that is appropriate for furthering the purpose of the company.

3

Registered capital

The registered capital of the company is EURO 75,000. It is fully paid up and is held by LEM Holding S A with initial contributions of EUR 53,570.00 and EUR 21,430.00.

4

Financial year

The company has a financial year running from 1 April of one year to 31 March of the following year. Up to 31 December 1999 the financial year will correspond to the calendar year. For the period from 1 January to 31 March 2000 a stub period is to be created.

Certified as an
accurate translation
by Hartmut Graftert
- Director



Managing Director

The company shall have one or several managing directors. If one managing director is appointed, the managing director will represent the company alone.

If several managing directors are appointed, the company will be represented by two managing directors jointly, if authorised signatories (Prokurist) are appointed, by one managing director and one authorised signatory.

The shareholders' meeting may grant one or several managing directors sole power of attorney, if necessary also being released from the restrictions of section 181 German Civil Code.

Transactions requiring approval

The managing director or directors require inter partes the agreement of the shareholders in the following cases:

- 1 Acquisition and divestiture of real estate
- 2 Mortgaging real estate
- 3 Taking on and granting credits, loans and mortgages
- 4 Acquisition of an investment in other businesses
- 5 Setting up branch establishments
- 6 Assuming liabilities on bills of exchange
- 7 Litigation, insofar as it does not relate to current business operations
- 8 Granting powers, insofar as it confers power of attorney above and beyond the usual operation of the business, in particular conferring commercial powers of attorney
- 9 Entering into continuous obligations if these continuous obligations have as a consequence expenses of more than EUR 52,000 per year for each individual continuous obligation
- 10 All essential management measures in connection with holding companies



Divestiture

To dispose of shares or parts of shares in the company the approval of the shareholders is required

Shareholders' meeting

- 1 The shareholders' meeting is to be called by the managing director or managing directors. The ordinary shareholders' meeting shall take place annually within the first six calendar months

Extraordinary shareholders' meetings may be called, they are to be called when necessary in the interests of the company

- 2 The shareholders' meeting is to be called at least days before the date of the meeting. The items for negotiation are to be given in this letter
- 3 The shareholders have the right to inspect personally the books and papers of the company at any time and to make copies of them. They may instruct a person bound to confidentiality with inspection

Annual financial statement

- 1 The managing directors must draw up the financial statement (balance sheet, profit and loss account and notes to the financial statement) and if applicable the management report within the statutory period and present it to the shareholders with their proposal for the distribution of earnings



- 2 The financial statement must meet the commercial law regulations and at the same time as far as possible satisfy the statutory regulations. Where necessary to give a picture of the net asset, financial and earnings situation corresponding to the actual circumstances, the commercial balance sheet may diverge from the tax balance sheet.

10

Distribution of earnings

The shareholders are entitled to the annual net profit plus retained income brought forward and less accumulated losses. For this any resolution on the distribution of earnings must be respected.

11

Notice

Company notices shall only be made in the German Federal Gazette.

A handwritten signature in black ink, located in the bottom right corner of the page. The signature is stylized and appears to be a cursive script.

I certify herewith in my capacity as notary in accordance with section 54 I 2 German Limited Liability Companies Act that the amended provisions of the articles of association of

LEM Deutschland GmbH

accord with the resolutions on the amendment of the articles of association of 29 March 2001 and the unamended provisions accord with the complete wording of the articles of association last submitted to the Commercial Register

Done at Groß-Gerau, 29 March 2001

Werner Hofle

Notary



Gesellschaftsvertrag
der
LEM Deutschland GmbH

§ 1
Firma und Sitz

Die Firma der Gesellschaft lautet

LEM Deutschland GmbH

Sitz der Gesellschaft ist Groß-Gerau

§ 2
Gegenstand des Unternehmens

Gegenstand des Unternehmens ist der Handel und der Service mit elektronischen Bauelementen, Instrumenten und Systemen, die Handelsvertretung für elektronische Bauelemente, Instrumente und Systeme, Erbringung von personellen Dienstleistungen ausschließlich für die LEM Holding S A und die von dieser organisierten Tochtergesellschaften. Die Gesellschaft ist befugt, sich an anderen Unternehmen zu beteiligen, ihre Geschäftsführung zu übernehmen, Zweigniederlassungen zu errichten und alle Geschäfte zu tätigen, die geeignet sind, den Gegenstand des Unternehmens zu fördern.

§ 3
Stammkapital

Das Stammkapital der Gesellschaft beträgt 75 000, -- EURO. Es ist voll einbezahlt und wird von der LEM Holding S A mit Stammeinlagen zu 53.570, -- EURO und 21 430, -- EURO gehalten.

§ 4
Geschäftsjahr

Die Gesellschaft hat ein Geschäftsjahr, welches vom 1. April eines Jahres bis zum 31. März des darauffolgenden Jahres läuft. Bis 31. Dezember 1999 entspricht das Geschäftsjahr dem Kalenderjahr. Für die Zeit vom 1. Januar bis 31. März 2000 ist ein Rumpfgeschäftsjahr zu bilden.

Certified as correct
by Hartmut Grallert
Director



§ 5
Geschäftsführer

Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist ein Geschäftsführer bestellt, so vertritt dieser die Gesellschaft allein.

Sind mehrere Geschäftsführer bestellt, wird die Gesellschaft durch zwei Geschäftsführer gemeinschaftlich, wenn Prokuristen bestellt sind, durch einen Geschäftsführer und einen Prokuristen vertreten.

Die Gesellschafterversammlung kann einem oder mehreren Geschäftsführern Alleinvertretungsbefugnis, ggf. auch unter Befreiung von der Beschränkung des § 181 BGB erteilen.

§ 6
Zustimmungsbedürftige Geschäfte

Der oder die Geschäftsführer bedürfen im Innenverhältnis der Zustimmung der Gesellschafter in folgenden Fällen.

1. Erwerb und Veräußerung von Grundstücken.
2. Belastung von Grundstücken
3. Aufnahme und Erteilung von Krediten, Darlehen und Hypotheken
4. Erwerb und Beteiligung an anderen Unternehmungen
5. Errichtung von Zweigniederlassungen
6. Eingehen von Wechselverbindlichkeiten
7. Prozeßführung, soweit sie nicht den laufenden Geschäftsbetrieb betrifft
8. Erteilung von Vollmachten, soweit sie über mit dem gewöhnlichen Betrieb des Geschäfts hinausreichende Vertretungsmacht verleiht, insbesondere die Erteilung von Prokura
9. Eingehung von Dauerschuldverhältnissen, wenn diese Dauerschuldverhältnisse im Jahr, jeweils bezogen auf ein einzelnes Dauerschuldverhältnis, Ausgaben von mehr als 52.000, -- EURO zur Folge haben
10. Alle wesentlichen Geschäftsführungsmaßnahmen im Zusammenhang mit Beteiligungsgesellschaften.



§ 7
Veräußerung

Zur Veräußerung von Geschäftsanteilen oder Teilen von Geschäftsanteilen ist die Zustimmung der Gesellschafter erforderlich.

§ 8
Gesellschafterversammlung

- 1 Die Gesellschafterversammlung wird durch den oder die Geschäftsführer einberufen. Die ordentliche Gesellschafterversammlung findet alljährlich innerhalb der ersten sechs Kalendermonate statt.

Außerordentliche Gesellschafterversammlungen können einberufen werden, sie sind einzuberufen, wenn es im Interesse der Gesellschaft erforderlich ist

- 2 Die Gesellschafterversammlung ist mindestens Tage vor dem Versammlungstag einzuberufen. Die Verhandlungsgegenstände sind in diesem Schreiben anzugeben.
- 3 Die Gesellschafter haben das Recht, jederzeit persönlich in die Bücher und Schriften der Gesellschaft einzusehen und sich davon Abschriften anzufertigen. Sie können eine zur Berufsverschwiegenheit verpflichtete Person zur Einsichtnahme beauftragen.

§ 9
Jahresabschluß

- 1 Die Geschäftsführer haben den Jahresabschluß (Bilanz, Gewinn- und Verlustrechnung und Anhang) und ggf. den Lagebericht innerhalb der gesetzlichen Fristen aufzustellen und den Gesellschaftern mit ihrem Ergebnisverwendungsvorschlag vorzulegen



- 2 Der Jahresabschluß hat den handelsrechtlichen Vorschriften zu entsprechen und zugleich möglichst den steuerlichen Vorschriften zu genügen. Soweit es notwendig ist, ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage zu vermitteln, weicht die Handelsbilanz von der Steuerbilanz ab.

§ 10

Gewinnverteilung

Die Gesellschafter haben Anspruch auf den Jahresüberschuß zuzüglich eines Gewinnvortrages und abzüglich eines Verlustvortrages. Dabei ist ein eventueller Ergebnisverwendungsbeschluß zu beachten.

§ 11

Bekanntmachung

Bekanntmachungen der Gesellschaft erfolgen nur im Bundesanzeiger.

A handwritten signature in black ink, located in the bottom right corner of the page. The signature is stylized and appears to be a personal or official mark.

Hiermit bescheinige ich in meiner Eigenschaft als Notar gemäß § 54 I 2
GmbHG, daß die geänderten Bestimmungen des Gesellschaftsvertrags der

LEM Deutschland GmbH

mit den Beschlüssen über die Änderung des Gesellschaftsvertrags vom 29.
März 2001 und die unveränderten Bestimmungen mit dem zuletzt zum
Handelregister eingereichten vollständigen Wortlaut des Gesellschaftsver-
trags übereinstimmen.

Groß-Gerau, den 29 März 2001

Werner H. H. H.
Notar

W. H. H.


BILANZ zum 31 März 2012

LEM Deutschland GmbH Handelsvertretung, 64521 Groß-Gerau

AKTIVA		PASSIVA	
	Euro	31.03.2012 Euro	31.03.2011 Euro
A. Anlagevermögen			
I Immaterielle Vermögensgegenstände			
entgeltlich erworbene Konzessionen, gewerbliche Schutzrechte und ähnliche Rechte und Werte sowie Lizenzen an solchen Rechten und Werten			
II Sachanlagen			
andere Anlagen, Betriebs- und Geschäftsausstattung			
B. Umlaufvermögen			
I Forderungen und sonstige Vermögensgegenstände			
1 Forderungen gegen verbundene Unternehmen	1 089 114,51		
- davon mit einer Restlaufzeit von mehr als einem Jahr Euro 1 025 881,51 (Euro 1 636 702,28)			
2 sonstige Vermögensgegenstände	<u>49 458,87</u>	1 138 571,38	29 852,77
II Kassenbestand, Bundesbankguthaben, Guthaben bei Kreditinstituten und Schecks			
	412 008,79	27 881,16	9 947,07
Übertrag	1 584 878,67	1 593 155,33	2 697 479,58

certified as correct

DBB DATA Beratungs- und Betreuungsgesellschaft mbH Steuerberatungsgesellschaft



Hartmut Graftert

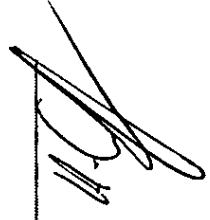
Director

BILANZ zum 31 März 2012

LEM Deutschland GmbH Handelsvertretung, 64521 Groß-Gerau

AKTIVA	PASSIVA		
	Euro	31 03 2012 Euro	31 03 2011 Euro
Übertrag	1 584 878,67	1 593 155,33	2 697 479 58
C Rechnungsabgrenzungsposten	8 276,66		
	1 593 155,33	1 593 155,33	2 697 479 58

DBB DATA Beratungs- und
Betreuungsgesellschaft mbH
Steuerberatungsgesellschaft



Balance sheet as at 31 March 2012

ASSETS		31 03 2012	31 03 2011	LIABILITIES	
	EUR	EUR	EUR	EUR	
A. Fixed assets					
I Intangible Assets					
concessions acquired for consideration, industrial trade rights and similar Rights and values and licences to such rights and values					
		9,003 00	7 00		
II Fixed assets					
other assets, operating and Office equipment		25,295 50	40,653 00		
B. Current assets					
I Receivables and other assets					
1 Receivables against associated companies	1,089,114 51		2,427,492 33		
- thereof with a residual maturity of more than one year EUR 1,025,881 51 (EUR 1,636,702 26)					
2 other assets	49,456 87	1,138,571 38	23,161 51		
II Cash in hand, central bank deposits, deposits at banks and cheques		412,008 79	182,457 57		
Carry-forward		1,584,878 67	2,673,771 41		
A. Equity					
I Subscribed equity					
II net income for the year					
B Provisions					
1 Provisions for pensions and similar obligations					
2 Provisions for taxation					
3 Other provisions					
C Liabilities					
I Liabilities towards associated companies					
- thereof with residual maturity up to one year EUR 0 00 (EUR 9,947 07)					
2 other liabilities					
- of which from taxes EUR 11,499 75 (EUR 10,945 91)					
- thereof for social security obligations EUR 3,890 71 (EUR 2,682 68)					
- thereof with residual maturity up to one year EUR 27,881 16 (EUR 29,852 71)					
Carry-forward					

**DBB DATA Beratungs- und
Betreuungsgesellschaft mbH**
Tax advisor

Certified as an
accurate translation of
Wartime Craft - Director

Balance sheet as at 31 March 2012
 LEM Deutschland GmbH Handelsvertretung, 64521 Groß-Gerau

ASSETS	LIABILITIES			
	31 03 2012	31 03 2011	31 03 2012	31 03 2011
	Euro	Euro	Euro	Euro
Carry-forward				
C Prepayments and accrued income	1,584,878 67	2,673,771 41	1,593,155 33	2,697,479 58
	8,276 66	23,708 17		
	<u>1,593,155 33</u>	<u>2,697,479 58</u>	<u>1,593,155 33</u>	<u>2,697,479 58</u>

DBB DATA Beratungs- und
 Betreuungsgesellschaft mbH
 Tax advisor





FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No FC031079

UK Establishment No. BR016143

The Registrar of Companies hereby certifies that

LEM REGIONAL OFFICE UK

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

Given at Companies House on **20th November 2012.**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**