

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



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 NOT for**
You cannot use this form to cha
the details of an existing compa
officer or establishment

MONDAY



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03/03/2014

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COMPANIES HOUSE

For official use

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ¹

iSQI - International Software Quality Institute 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**

→ 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 *

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 *

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

Alternative name
(if applicable) ²

iSQI GmbH UK Branch

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

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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 ❶ → 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 UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❶ 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? ❷ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	❷ Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below Legal form ❸ Public Limited Country of incorporation * Germany Identity of register in which it is registered ❹ Amtsgericht Potsdam HRB Registration number in that register <input type="text"/> H <input type="text"/> R <input type="text"/> B <input type="text"/> 2 <input type="text"/> 6 <input type="text"/> 1 <input type="text"/> 1 <input type="text"/> 1 <input type="text"/> P	❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable ❹ 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 ❺ Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to Part 3	❺ 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 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)

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

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 ^④		
If applicable, the registration number		

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E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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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)	Stephan																
Surname	Goencke																
Former name(s) ^②																	
Country/State of residence ^③	Germany																
Nationality	Germany																
Date of birth	<table><tr><td>d</td><td>2</td><td>d</td><td>0</td><td>m</td><td>0</td><td>m</td><td>6</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>7</td><td>y</td><td>3</td></tr></table>	d	2	d	0	m	0	m	6	y	1	y	9	y	7	y	3
d	2	d	0	m	0	m	6	y	1	y	9	y	7	y	3		
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	1								
Street	David-Gilly-Strasse								
Post town	Potsdam								
County/Region	Brandenburg								
Postcode	<table><tr><td>1</td><td>4</td><td>4</td><td>6</td><td>9</td><td></td><td></td><td></td></tr></table>	1	4	4	6	9			
1	4	4	6	9					
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

Extent of authority	<p>Please enter the extent of your authority as director Please tick one box</p> <p><input type="checkbox"/> Limited ❶</p> <p><input checked="" 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 checked="" 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>	

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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 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 ^④		
If applicable, the registration number		

OS IN01**Registration of an overseas company opening a UK establishment****G5****Corporate director's authority**

	Please enter the extent of your authority as corporate director Please tick one box		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
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			

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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 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
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 <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

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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	ISQI - International Software Quality Institute GmbH UK Branch		
Building name/number	68		
Street	King William Street		
Post town	London		
County/Region	London		
Postcode	E C 4 N 7 D Z		
Country			
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	3 4 0 7 2 0 1 4		
Business carried on at the UK establishment	Scientific development of software quality management methods		

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)

Deborah

Surname

Archer

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

Building name/number

68

Street

King William Street

Post town

London

County/Region

London

Postcode

E C 4 N 7 D Z

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

Sale & account management Business development for ISQI UK

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

Stephan Goericke

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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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)

Deborah

Surname

Archer

K2

Service address of person authorised to accept service ^①

Building name/number

68

Street

King William Street

Post town

London

County/Region

London

Postcode

E C 4 N 7 D Z

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

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Part 8

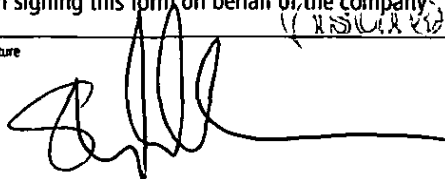
Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

X



1409 Potsdamer Platz

10469 Berlin Germany

Dach-Gully-Str 1

1409 Potsdamer Platz

Tel +49 331-23 18 10 0

Fax +49 331-23 18 10-10

info@isqi.de | www.isqi.org


X


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


13/2/14


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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	Arby Chek
Company name	G&C Accounting
Address	Ealing House
33 Hanger Lane	
Post town	Ealing
County/Region	London
Postcode	W 5 3 H J
Country	UK
DX	
Telephone	07950571020

	Checklist
We may return forms completed incorrectly or with information missing	
Please make sure you have remembered the following:	
<input checked="" type="checkbox"/>	The overseas corporate name on the form matches the constitutional documents exactly
<input type="checkbox"/>	You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
<input checked="" type="checkbox"/>	You have included certified copies and certified translations of the constitutional documents, if appropriate
<input checked="" type="checkbox"/>	You have included a copy of the latest disclosed accounts and certified translations, if appropriate
<input checked="" type="checkbox"/>	You have completed all of the company details in Section B3 if the company has not registered an existing establishment
<input checked="" type="checkbox"/>	You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
<input checked="" type="checkbox"/>	You have signed the form
<input checked="" type="checkbox"/>	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	

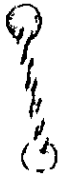
Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)	
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Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1	
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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	
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	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



Deutsche Gesellschaft für Qualität

Satzung

der

iSQI – International Software Quality Institute GmbH

THIS IS A TRUE COPY

Stephan Goericke, Managing Director, iSQI GmbH

§ 1
Firma, Sitz

- 1 Die Firma der Gesellschaft lautet

ISQI – International Software Quality Institute GmbH

- 2 Sitz der Gesellschaft ist Potsdam.

§ 2
Gegenstand des Unternehmens

- 1 Gegenstand des Unternehmens ist die wissenschaftliche Entwicklung von Methoden des Software-Qualitätsmanagements, die wissenschaftliche Unterstützung, Beratung und Mitwirkung bei Erstellung und Überarbeitung internationaler Standards und Normen auf dem Gebiet des Software-Qualitätsmanagements sowie die Förderung und Ausbildung des wissenschaftlichen Nachwuchses in diesem Bereich.
2. Gegenstand des Unternehmens ist ferner die Organisation und Durchführung von Schulungen, Seminaren, Konferenzen und anderen Veranstaltungen, Zertifizierung von Schulungsmaterial, Personen, Firmen und Produkten im Bereich der Softwareentwicklung, Beratung in Methoden- und Werkzeugeinsatz sowie bei der Anwendung von internationalen Standards und Normen bei der Softwareentwicklung, Entwicklung und Vertrieb von Hard- und Softwareprodukten sowie Übernahme von Qualitätsmanagement und Projektleitung für Projekte.
- 2 Die Gesellschaft ist berechtigt, jegliche Geschäfte vorzunehmen oder Dienstleistungen zu erbringen, den Gesellschaftszweck unmittelbar oder mittelbar zu fördern. Die Gesellschaft ist berechtigt, Zweigniederlassungen zu errichten, Unternehmen gleicher oder ähnlicher Art zu fördern, zu errichten, zu erwerben oder zu pachten, sich an solchen Unternehmungen in jeder Form zu beteiligen, ferner in jedem Geschäftszweig der Gesellschaft Arbeitsgemeinschaften oder Interessengemeinschaften einzugehen und Unternehmensverträge aller Art zu schließen.

§ 3

Stammkapital, Stammeinlagen

- 1 Das Stammkapital der Gesellschaft beträgt 25 000,00 EUR
- 2 Auf das Stammkapital hat die Gesellschafterin ASQF GmbH eine Stammeinlage von 25.000,00 EUR übernommen
- 3 Die Stammeinlage ist in Geld zu leisten und sofort zur Zahlung fällig.

§ 4

Dauer der Gesellschaft

- 1 Die Gesellschaft beginnt mit der Eintragung im Handelsregister
- 2 Die Gesellschaft wird auf unbestimmte Dauer errichtet.

§ 5

Geschäftsjahr

Geschäftsjahr ist das Kalenderjahr. Das erste Geschäftsjahr endet am 31.12. des Jahres, in dem die Gesellschaft begonnen hat und bildet ein Rumpfwirtschaftsjahr.

§ 6

Geschäftsführung, Vertretung

- 1 Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft einzeln. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer gemeinsam oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten
- 2 Durch Gesellschafterbeschluss kann einem oder mehreren Geschäftsführern generell oder im Einzelfall Einzelvertretungsbefugnis und Befreiung von den Beschränkungen des § 181 BGB erteilt werden
3. Bei der Führung der Geschäfte haben die Geschäftsführer das Gesetz, diese Satzung und die Weisungen der Gesellschafterversammlung, insbesondere auch eine etwaig beschlossene Geschäftsordnung, zu beachten

§ 7

Wettbewerbsverbot

Im Gesellschaft ist es untersagt, während seiner Zugehörigkeit zur Gesellschaft dieser Gesellschaft mittelbar oder unmittelbar, gelegentlich oder gewerbsmäßig, unter eigenem oder fremden Namen, für eigene oder fremde Rechnung im Geschäftszweig der Gesellschaft Konkurrenz zu machen. Dies gilt auch für solche Geschäftszweige, in denen die Gesellschaft beim Abschluss dieses Vertrages noch nicht tätig war.

- 2 Jeder Gesellschafter und/oder Geschäftsführer kann durch Gesellschafterbeschluss mit einer Mehrheit von 75 % der abgegebenen Stimmen ganz oder teilweise vom Wettbewerbsverbot befreit werden.

§ 8

Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger.

§ 9

Salvatorische Klausel

Sollten einzelne Bestimmungen dieses Vertrages unwirksam oder undurchführbar sein oder werden, so berührt dies nicht die Wirksamkeit des übrigen Vertrages. Auch eine Lücke im Vertrag berührt nicht die Wirksamkeit des Vertrages im Übrigen.

Die Beteiligten verpflichten sich, anstelle der unwirksamen oder undurchführbaren Bestimmung eine wirksame Bestimmung zu vereinbaren, die dem am nächsten kommt, was die Beteiligten gewollt haben oder nach dem Sinn und Zweck des Vertrages gewollt hätten, sofern sie den Punkt bedacht hätten. Beruht die Unwirksamkeit auf einer Leistungs-, Betrags-, Mengen- oder Zeitangabe, so gilt das noch zulässige Maß als vereinbart.

§ 10

Gründungskosten

Die Gesellschaft trägt die Kosten der Gründung (Kosten der Beratung anlässlich der Gründung, Beurkundungskosten, Bekanntmachungskosten, Registerkosten) bis zu einem Gesamtbetrag von 3.000,00 EUR.

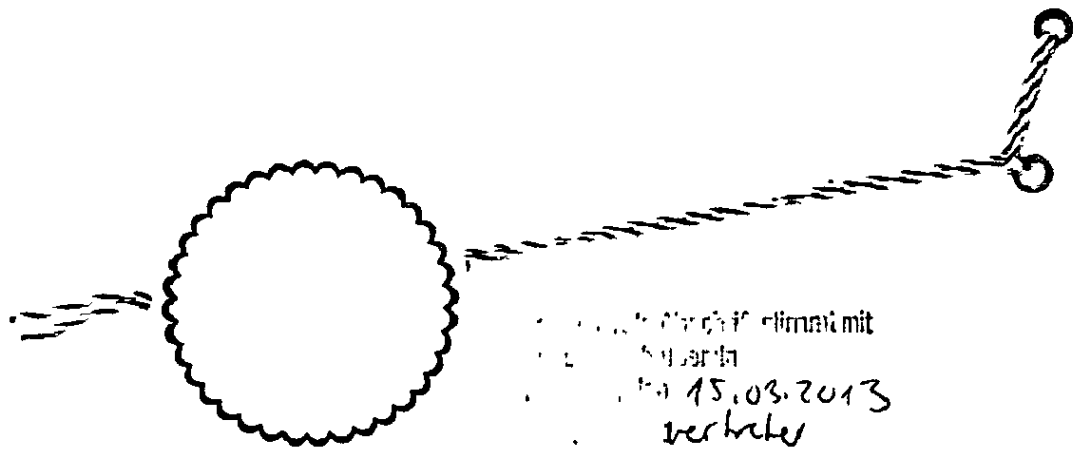
Bescheinigung nach § 54 GmbHG

Zu dem vorstehend wiedergegebenen Wortlaut des Gesellschaftsvertrages bescheinige ich, dass die geänderten Bestimmungen des Gesellschaftsvertrages mit dem Beschluss vom 27.02.2013 über die Änderung des Gesellschaftsvertrages und die unveränderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten vollständigen Wortlaut des Gesellschaftsvertrages übereinstimmen



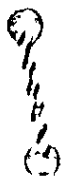
Potsdam, den 14.03.2013


Arnitz, Notar



... Archiv für Klimat mit
...
... 15.03.2013
... verhebt

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Articles of Association

iSQI – International Software Quality Institute GmbH

THE TRANSLATION IS CORRECT

Stephan Goericke, Managing Director, iSQI GmbH

§ 1

Company, Headquarters

- 1 The name of the Company is

iSQL – International Software Quality Institute GmbH

- 2 The Company's headquarters is in Potsdam

§ 2

Purpose of the company

- 1 The purpose of the Company is the scientific development of software quality management methods and to provide scientific support, consultation and participation in creating and reviewing international standards and norms in the field of software quality management, as well as to promote and train junior scientific staff
- 2 The purpose of the Company is further the organisation and conduct of trainings, seminars, conferences and other events, accreditation of trainings material and products, certifying people and companies in the field of software development, consultation for the use of methods and tools as well as the implementation of international standards and norms for software development, development and sale of hardware and software products as well as the implementation of quality management and project management of projects
- 3 The Company is entitled to carry out all business transactions or services directly or indirectly to promote the purpose of the Company. The Company may establish branch offices, promote/support, found, acquire, or lease other companies of a similar or related nature, participate in other companies in any form, enter into joint ventures or participate in interest groups or contracts for each line of business of the Company

§ 3

Share capital, capital contributions

- 1 The Company's share capital amounts to 25,000 EUR
- 2 The shareholder ASQF GmbH has a capital contribution of 25,000 EUR on the share capital
- 3 The capital contribution is to be paid in cash and payable immediately

§ 4

Company Establishment

- 1 The Company commences with the entry in the commercial register
- 2 The Company is established for an indefinite period of time

§ 5

Fiscal Year

The fiscal year equals the calendar year. The first financial year ends on 31.12. of the year in which the company commences and forms a short fiscal year.

§ 6

Management, Representation

- 1 The company has one or more managing directors. If only one managing director is appointed, he represents the company alone. If several Managing Directors are appointed, the Company is represented jointly by two managing directors or by one managing director together with a person vested with commercial power of representation (Prokurist).
- 2 A shareholder's resolution may grant power of sole representation to one or more managing directors generally or on an individual case and exemption be granted from the restrictions of § 181 BGB of the German Civil Code (BGB).
- 3 Management of the business of the Company must be done in accordance with statutory laws, the Articles of Association, instructions given at the shareholders' meeting, and in particular rules of procedure.

§ 7

Non-Competition Clause

1 Each shareholder is prohibited during his affiliation with the Company, to compete with the Company and its line of business directly or indirectly, occasional or professional, under one's own or someone else's name, for his own account or another business account. This also applies to any lines of business, in which the Company at the conclusion of this contract was not yet active.

2 Each shareholder and / or managing director may by exempt fully or partly from the non-competition clause by a shareholder's resolution with a majority of 75% of the cast votes.

§ 8

Company Announcements

Statutory announcements of the Company shall be published exclusively in the Federal Gazette of the Federal Republic of Germany.

§ 9

Severability Clause

Should any clause of this contract be or become invalid or unenforceable, the validity of the contract as a whole shall remain unaffected. A gap in the contract will also not affect the validity of the remaining clause and the contract in full.

In place of the invalid or incomplete clause, the parties shall come to an agreement which approximates the actual or presumed intention of the parties and in accordance with the provisions of the contract. If the invalidity is based on performance, amount, quantity or time specification, then applies the still acceptable extent as agreed upon.

§ 10

Cost of Establishment


The company bears the cost of establishment (cost of consulting for the establishment, notarization cost, costs for announcement, registration costs) up to an amount of 3,000 EUR.

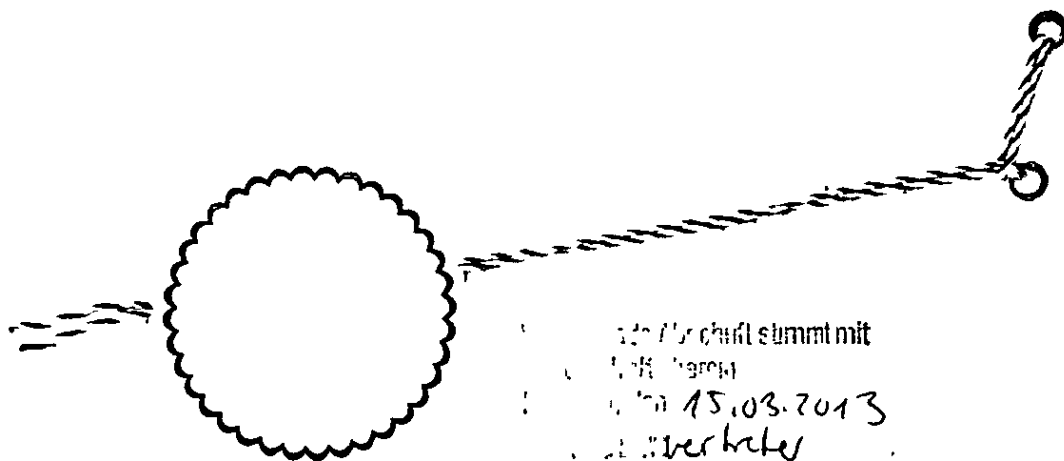
Certificate according to § 54 Limited Liability Companies Act

To the above actual wording of the Articles of Association, I certify that the amended provisions of the Articles of Association with the decision of 27 02 2013 amending the Articles of Association match the unchanged clauses of the previously full text of the Articles of Association filed with the commercial register



Potsdam, den 14 03 2013

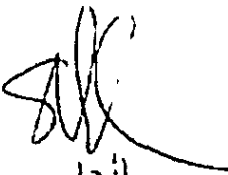

Amtz, Notar



1. Die Schrift stimmt mit
2. Die Schrift
3. Am 15.03.2013
4. überbrachte

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THIS IS A TRUE COPY


15/11/14

Stephan Goericke, Managing Director, iSQI GmbH

Bilanz zum 31.12.2012

AKTIVA

	Euro	Geschäftsjahr Euro	Vorjahr Euro
A. Anlagevermögen			
I Immaterielle Vermögensgegenstände			
1 entgeltlich erworbene Konzessionen, gewerbliche Schutzrechte und ähnliche Rechte und Werte sowie Lizenzen an solchen Rechten und Werten	<u>54 220,00</u>	<u>54.220,00</u>	<u>33 428,00</u> <u>33 428,00</u>
II Sachanlagen			
1 andere Anlagen, Betriebs- und Geschäftsausstattung	<u>34 666,60</u>	<u>34.666,60</u>	<u>37 201,00</u> <u>37 201,00</u>
B. Umlaufvermögen			
I Vorräte			
1 unfertige Erzeugnisse, unfertige Leistungen	<u>160.000,00</u>	<u>160.000,00</u>	<u>0,00</u> <u>0,00</u>
II Forderungen und sonstige Vermögensgegenstände			
1 Forderungen aus Lieferungen und Leistungen	322 789,13		329 073,15
2. sonstige Vermögensgegenstände	<u>58.656,85</u>	<u>381.445,98</u>	<u>44 391,65</u> <u>373 464,80</u>
III Kassenbestand, Bundesbankguthaben, Guthaben bei Kreditinstituten und Schecks		<u>276.049,74</u>	<u>315 845,06</u>
C. Rechnungsabgrenzungsposten		<u>9.923,01</u>	<u>18 338,89</u>
D. Sonstige Aktiva		<u>7.222,64</u>	<u>408,98</u>
		<u><u>923.527,97</u></u>	<u><u>778.686,73</u></u>

PASSIVA

	Euro	Geschäftsjahr Euro	Vorjahr Euro
A. Eigenkapital			
I Gezeichnetes Kapital	25 000,00		25 000,00
II Gewinnvortrag	169 403,51		117 852,12
III Jahresüberschuss	0,00		138 956,83
IV Bilanzgewinn	<u>81 327,93</u>	275.731,44	<u>0,00</u> 281.808,95
B. Rückstellungen			
1 Steuerrückstellungen	1 413,49		34 500,00
2 sonstige Rückstellungen	<u>408 874,00</u>	410.287,49	<u>345 386,31</u> 379 886,31
C. Verbindlichkeiten			
1 erhaltene Anzahlungen auf Bestellungen	63 025,21		0,00
- davon mit einer Restlaufzeit bis zu einem Jahr Euro 63 025,21 (Euro 0,00)			
2 Verbindlichkeiten aus Lieferungen und Leistungen	114 855,77		59 374,68
- davon mit einer Restlaufzeit bis zu einem Jahr Euro 114 855,77 (Euro 59 374,68)			
3 sonstige Verbindlichkeiten	53 661,10		57 616,79
- davon gegenüber Gesellschaftern Euro 9 000,00 (Euro 0,00)			
- davon aus Steuern Euro 40 324,95 (Euro 51 115,82)			
- davon mit einer Restlaufzeit bis zu einem Jahr Euro 53 661,10 (Euro 57 616,79)			
		231.542,08	116 991,47
D. Sonstige Passiva		<u>5.966,96</u>	<u>0,00</u>
		<u>923.527,97</u>	<u>778.686,73</u>

Gewinn- und Verlustrechnung vom 01.01.2012 bis 31.12.2012

	Euro	Geschäftsjahr Euro	Vorjahr Euro
1 Umsatzerlöse		2.837.164,73	2 620 391,90
2 Erhöhung des Bestands an fertigen und unfertigen Erzeugnissen		160.000,00	0,00
3 Gesamtleistung		2 997.164,73	2 620 391,90
4 sonstige betriebliche Erträge			
a) ordentliche betriebliche Erträge			
aa) sonstige ordentliche Erträge	15 262,31		13 328,40
b) Erträge aus dem Abgang von Gegenständen des Anlagevermögens und aus Zuschreibungen zu Gegenständen des Anlagevermögens	0,00		59,50
c) Erträge aus der Auflösung von Rückstellungen	1 500,65		1 273,61
d) sonstige Erträge im Rahmen der gewöhnlichen Geschäftstätigkeit	<u>32 095,43</u>	48.858,39	60 471,84
- davon Erträge aus der Währungsumrechnung Euro 2 133,23 (Euro 1 773,29)			
5 Materialaufwand			
a) Aufwendungen für Roh-, Hilfs- und Betriebsstoffe und für bezogene Waren	-197,96		-132,70
b) Aufwendungen für bezogene Leistungen	<u>1 163 810,04</u>	1 163.612,08	768 801,61
6 Personalaufwand			
a) Löhne und Gehälter	933 799,67		959 070,13
b) soziale Abgaben und Aufwendungen für Altersversorgung und für Unterstützung	<u>200 025,10</u>	1.133.824,77	208 602,53
- davon für Altersversorgung Euro 16 374,00 (Euro 3 746,00)			
Abschreibungen			
a) Abschreibungen auf immaterielle Vermögensgegenstände des Anlagevermögens und Sachanlagen		27.088,72	21 366,59

8. sonstige betriebliche Aufwendungen

a) ordentliche betriebliche Aufwendungen

aa) Raumkosten	88 376,25		96 326,12
ab) Versicherungen, Beiträge und Abgaben	13 093,26		12 232,89
ac) Reparaturen und Instandhaltungen	29.341,62		12 498,90
ad) Fahrzeugkosten	43 600,10		40 287,06
ae) Werbe- und Reisekosten	91 657,79		99 118,36
af) Kosten der Warenabgabe	0,00		7.798,58
ag) verschiedene betriebliche Kosten	258.087,70		258 800,98

b) Verluste aus Wertminderungen oder aus dem Abgang von Gegenständen des Umlaufvermögens und Einstellungen in die Wertberichtigung zu Forderungen

900,00 2 200,00

c) sonstige Aufwendungen im Rahmen der gewöhnlichen Geschäftstätigkeit

16 374,39 **541.431,11** 19 355,78

- davon Aufwendungen aus der Währungsumrechnung Euro 3 838,72 (Euro 879,07)

9. Erträge aus anderen Wertpapieren und Ausleihungen des Finanzanlagevermögens

1.218,19 0,00

- davon aus verbundenen Unternehmen Euro 1 218,19 (Euro 0,00)

10 sonstige Zinsen und ähnliche Erträge

979,50 497,24

11. Zinsen und ähnliche Aufwendungen

362,44 362,64

12 Ergebnis der gewöhnlichen Geschäftstätigkeit

181.901,69 189 333,02

13 außerordentliche Erträge

998,80 2 188,37

14 außerordentliche Aufwendungen

6.987,92 1.808,86

15 außerordentliches Ergebnis

-5.989,12 379,51

16. Steuern vom Einkommen und vom Ertrag

60.346,86 50 072,15

17 sonstige Steuern

1.237,78 683,55

18 Jahresüberschuss

114.327,93 138 956,83

19 Ausschüttung

33.000,00 0,00

20 Bilanzgewinn

81.327,93 0,00

THE TRANSLATION IS CORRECT

A handwritten signature in black ink, appearing to read 'Stephan Goericke', with a stylized flourish at the end.

Stephan Goericke, Managing Director, iSQI GmbH

Balance Sheet 31.12.2012

ASSETS

	Euro	Fiscal Year Euro	Previous Year Euro
A. <u>Fixed Assets</u>			
I Intangible assets			
1 concessions acquired in return for payment, industrial property rights and similar rights and assets as well as licenses for such rights and assets	<u>54 220,00</u>	54.220,00	<u>33 428,00</u> 33 428,00
II Fixed assets			
1 other equipment, operating and office equipment	<u>34 666,60</u>	34.666,60	<u>37 201,00</u> 37 201,00
B <u>Current Assets</u>			
I Inventories			
1 Unfinished goods, unfinished services	<u>160 000,00</u>	160.000,00	<u>0,00</u> 0,00
II Accounts receivables and other assets			
1 Accounts receivable from delivery and deliverables	322 789,13		329 073,15
2 other assets	<u>58 656,85</u>	381 .445,98	<u>44 391,65</u> 373 464,80
III Cash balance, balance at the Federal Bank, bank balances and cheques		276 049,74	315 845,06
C <u>Deferred expenses</u>		9.923,01	18 338,89
D <u>Other Assets</u>		<u>7.222,64</u>	<u>408,98</u>
		<u>923 527,97</u>	<u>778 686,73</u>

EQUITY & LIABILITIES

	Euro	Fiscal Year Euro	Previous Year Euro
A. <u>Equity</u>			
I Subscribed capital	25 000,00		25 000,00
II Unappropriated retained earnings brought forward	169 403,51		117 852,12
III Net profit for the financial year	0,00		138 956,83
IV Profit shown on the balance sheet after appropriation to or transfer from reserves	<u>81 327,93</u>	275.731,44	<u>0,00</u> 281 808,95
B. <u>Accrued liabilities</u>			
1 Tax provisions	1 413,49		34 500,00
2 other accrued liabilities	<u>408 874,00</u>	410.287,49	<u>345 386,31</u> 379 886,31
C. <u>Liabilities</u>			
1 deposits received on order	63 025,21		0,00
- amounts falling due within one year Euro 63 025,21 (Euro 0,00)			
2 trade accounts payable	114 855,77		59 374,68
- amounts falling due within one year Euro 114 855,77 (Euro 0,00)			
3 other liabilities	53 661,10		57 616,79
- due to shareholders Euro 9 000,00 (Euro 0,00)			
- from taxes Euro 40 324,95 (Euro 51 115,82)			
- amounts falling due within one year Euro 53 661,10 (Euro 57 616,79)			
		231.542,08	116 991,47
D <u>Other equity & liabilities</u>		<u>5.966,96</u>	<u>0,00</u>
		<u>923.527,97</u>	<u>778.686,73</u>

Profit and Loss Statement 01.01.2012 until 31.12.2012

	Euro	Fiscal Year Euro	Previous Year Euro
1 <u>Turnover</u>		2 837.164,73	2 620 391,90
2 <u>Changes in stock of finished goods and work in progress</u>		<u>160.000,00</u>	<u>0,00</u>
3 <u>Total output</u>		2 997 164,73	2 620 391,90
4 <u>Other operating income</u>			
a) regular operating income			
aa) other regular income	15 262,31		13 328,40
b) Income from the disposal of items of the fixed assets and write-up of fixed assets	0,00		59,50
c) Income from the reversal of accrued liabilities	1 500,65		1 273,61
d) other income from ordinary activities	<u>32 095,43</u>	48.858,39	60 471,84
- thereof income from currency conversion Euro 2 133,23 (Euro1 773,29)			
5 <u>Cost of Materials</u>			
a) Cost of raw materials, consumables and goods for resale	-197,96		-132,70
b) Cost of purchased services	<u>1 163 810,04</u>	1 163.612,08	768 801,61
6 <u>Personnel costs</u>			
a) Wages and salaries	933 799,67		959 070,13
b) Social security costs and expense for pensions and support	<u>200 025,10</u>	1.133.824, 77	208 602,53
- due to pensions Euro 16 374,00 (Euro 3 746,00)			
7 <u>Depreciation</u>			
a) Amortization of intangible assets of fixed assets and tangible assets		27.088,72	21 366,59

8 Other operating charges**a) ordinary operating charges**

aa) office expense	88 376,25		96 326,12
ab) insurance, contributions and dues	13 093,26		12 232,89
ac) repairs and maintenance	29 341,62		12 498,90
ad) vehicle expense	43 600,10		40 287,06
ae) advertising and travel expenses	91 657,79		99 118,36
af) cost of delivery	0,00		7 798,58
ag) various operational costs	258 087,70		258 800,98

b) Decrease in value or losses due to the disposal of items of current assets and settings in the allowance for uncollectible accounts

900,00		2 200,00
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c) other expenses related to ordinary business activities

<u>16 374,39</u>	541.431,11	19 355,78
------------------	-------------------	-----------

- due to expenses from currency conversion Euro 3 838, 72 (Euro879,07)

9 Earnings from other securities and loans from financial fixed assets

1 218,19	0,00
-----------------	------

- due to affiliated companies
Euro 1 218,19 (Euro 0,00)

10 Other interest and similar earnings

979,50	497,24
---------------	--------

11 Interest and similar expenses

<u>362,44</u>	<u>362,64</u>
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12 Profit from ordinary business activities

181.901,69	189 333,02
-------------------	------------

13 Extraordinary income

998,80	2 188,37
---------------	----------

14 Extraordinary expenses

<u>6 987,92</u>	<u>1 808,86</u>
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15 Extraordinary results

-5.989,12	379,51
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16 Taxes on income and earnings

60.346,86	50 072,15
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17 Other taxes

<u>1.237,78</u>	<u>683,55</u>
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18 Net income for the year

114.327,93	138 956,83
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19 Distribution

<u>33 000,00</u>	<u>0,00</u>
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20 Profit shown on the balance sheet after appropriation to or transfer from reserves

<u>81 327,93</u>	<u>0,00</u>
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FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC031795

UK Establishment No. BR016865

The Registrar of Companies hereby certifies that

ISQI GMBH UK BRANCH

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 **7th March 2014**.



Companies House



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