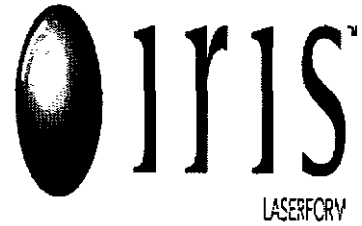


303210 / 100

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

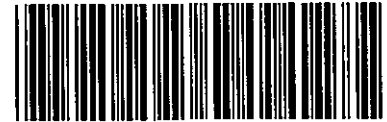


A fee is payable with this form
Please see 'How to pay' on the last page

✓ **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
the details of an existing
officer or establishment

FRIDAY



A04 15/08/2014 #19
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ① Aspen Europe 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 *

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

Alternative name
(if applicable) ②

- 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

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ¹

→ 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? ²

☐ Yes

☒ No

² Please tick one box

B3 Company details

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

Legal form ³

Private company with limited liability

Country of
incorporation *

Germany

Identity of register
in which it is
registered ⁴

Commercial Register of the Local Court of Munich

Registration number in
that register

H R B 2 1 2 4 7 4

³ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

⁴ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ 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 ⁵

German Limited Liability Companies Act

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

→ Yes Complete the details below

→ No Go to **Part 3**.

⁵ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01

Registration of an overseas company opening a UK establishment

	Please give the period for which the company is required to prepare accounts by parent law				
From	^d 0	^d 1	^m 0	^m 7	
To	^d 3	^d 0	^m 0	^m 6	
	Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period				
Months	1	2			

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts

☒ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1

Constitution of 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 **3**

Building name/number

14

Street

Montgelastrasse

Post town

Munich

County/Region

Postcode

D - 8 1 6 7 9

Country

Germany

Objects of the company **4**

Provision of marketing services and the facilitation of sales of pharmaceutical products

Amount of issued share capital **5**

1 share of EUR 25 - contribution of EUR 12 500

3 This address will appear on the public record

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

5 Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4

Officers of the company

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

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1	Secretary details 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)	Tarique Ahmad	
Surname	Saiyed	
Former name(s) ②		
D2	Secretary's service address ③	
Building name/number	14	
Street	Montgelasstrasse	
Post town	Munich	
County/Region		
Postcode	D - 8 1 6 7 9	
Country	Germany	
		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
D3	Secretary's authority	
	Please enter the extent of your authority as secretary. Please tick one box	
Extent of authority	<input checked="" type="checkbox"/> Limited ④ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	General authority, restricted by internal approvals frameworks Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑤	
If applicable, name(s) of person(s) with whom you are acting jointly		
		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
		④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
		⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1 Corporate secretary details ①

	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary	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		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary 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 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 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

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)	Michael																
Surname	Crow																
Former name(s) ②																	
Country/State of residence ③	Germany																
Nationality	British																
Date of birth	<table border="1"><tr><td>a</td><td>d</td><td>m</td><td>y</td></tr><tr><td>0</td><td>9</td><td>0</td><td>7</td></tr><tr><td>y</td><td>1</td><td>y</td><td>9</td></tr><tr><td>y</td><td>6</td><td>y</td><td>2</td></tr></table>	a	d	m	y	0	9	0	7	y	1	y	9	y	6	y	2
a	d	m	y														
0	9	0	7														
y	1	y	9														
y	6	y	2														
Business occupation (if any) ④	Businessman																

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	14							
Street	Montgelasstrasse							
Post town	Munich							
County/Region								
Postcode	<table border="1"><tr><td>D</td><td>-</td><td>8</td><td>1</td><td>6</td><td>7</td><td>9</td></tr></table>	D	-	8	1	6	7	9
D	-	8	1	6	7	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.

OS IN01

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>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 checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	General authority, restricted by internal approvals frameworks		
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>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</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F3</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	Derek		
Surname	Davies		
Former name(s) ②			
Country/State of residence ③	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d0</div> <div>d6</div> <div>mC</div> <div>m6</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y3</div> </div>		
Business occupation (if any) ④	Businessman		

F2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	14		
Street	Montgelasstrasse		
Post town	Munich		
County/Region			
Postcode	<div> <div>D</div> <div>-</div> <div>8</div> <div>1</div> <div>6</div> <div>7</div> <div>9</div> </div>		
Country	Germany		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>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 checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	General authority, restricted by internal approvals frameworks		
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>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</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F3</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5.			
Full forename(s)	Lorraine Angela		
Surname	Hill		
Former name(s) ②			
Country/State of residence ③	South Africa		
Nationality	South African		
Date of birth	<div> <div>d1</div> <div>d4</div> <div>m0</div> <div>m7</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y3</div> </div>		
Business occupation (if any) ④	Businesswoman		

F2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record</p>
Building name/number	98		
Street	Armstrong Drive		
Post town	La Lucia Ridge		
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country	South Africa		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director. Please tick one box		<p>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 checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	General authority, restricted by internal approvals frameworks		
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1

Corporate director details ①

Use this section to list all the corporate directors of the company
Please complete G1-G5 Please use a continuation page if necessary

Name 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 ③	
Registration number	

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)

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 ④	
If applicable, the registration number	

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

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>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 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 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

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 ❶ <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 .	❶ 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"/>	

OS IN01

Registration of an overseas company opening a UK establishment

H4

Particulars of UK establishment ①

	Please enter the name and address of the UK establishment															
Name of establishment	UK Branch of Aspen Europe GmbH															
Building name/number	Office 303															
Street	Regus															
	59-60 Thames Street															
Post town	Windsor															
County/Region																
Postcode	S	L	4		1	T	X									
Country	United Kingdom															
	Please give the date the establishment was opened and the business of the establishment															
Date establishment opened	d	0	d	1	m	0	m	8	y	2	y	0	y	1	y	4
Business carried on at the UK establishment	Please see continuation page															

① Address

This is the address that will appear on the public record

Business carried on at the UK establishment:

Provision of marketing services and the facilitation of sales of pharmaceutical products

OS IN01

Registration of an overseas company opening a UK establishment

Part 6

Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1

Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Nicholas

Surname

Scott

J2

Permanent representative's service address ^①

Building name/number

Office 303

Street

Regus

59-60 Thames Street

Post town

Windsor

County/Region

Postcode

S I 4 1 T X

Country

United Kingdom

^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

General authority, limited by internal approval frameworks

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

☒ Alone

☐ Jointly ^③

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

^② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

^③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☐ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons authorised to accept service below
Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Nicholas

Surname

Scott

K2

Service address of person authorised to accept service ①

Building name/number

Office 303

Street

Regus

59-60 Thames Street

Post town

Windsor

County/Region

Postcode

S L 4 1 T X

Country

United Kingdom

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

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

Michael

Michael

X

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

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Ref: CSU

Company name Eversheds LLP

Address Eversheds House, 70 Great Bridgewater Street

Post town Manchester

County/Region

Postcode M 1 5 E S

Country

DX DX 14344 Manchester

Telephone 0845 497 9797



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 completed 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


I CERTIFY THAT THIS
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DEREK DAINES

Gesellschaftsvertrag
der

ASPEN Europe GmbH

§ 1
Firma


MICHAEL CROW

Die Firma der Gesellschaft lautet

ASPEN Europe GmbH

§ 2
Sitz

Sitz der Gesellschaft ist München.

§ 3
Gegenstand

Gegenstand der Gesellschaft ist das Halten von Vermarktungsrechten für arzneimittelrechtliche Zwecke sowie Vertrieb, Marketing und Handel von pharmazeutischen und medizinischen Produkten und Geräten

§ 4
Dauer

Die Gesellschaft ist auf unbestimmte Zeit errichtet

§ 5
Geschäftsjahr

Das Geschäftsjahr der Gesellschaft beginnt am 1. Juli und endet am 30. Juni. Das erste Geschäftsjahr ist ein Rumpfgeschäftsjahr, das mit der Errichtung der Gesellschaft beginnt und am darauf folgenden 30. Juni endet.

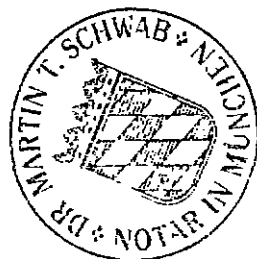
URNr. S 0905 / 2014

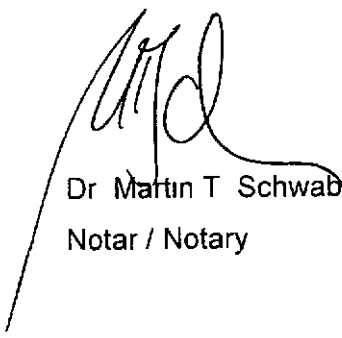
vom 29 April 2014

Aspen Europe GmbH Sitzverlegung (mk)

Bescheinigung	Certification
<p>Zu nachstehender Satzung der Gesellschaft in Firma</p> <p>ASPEN Europe GmbH mit dem Sitz in München</p> <p>wird gemäß § 54 Abs 1 GmbHG bescheinigt, dass deren Bestimmungen mit dem Beschluss über die Änderung des Gesellschaftsvertrages - Satzung - vom 29 April 2014, zu diesamtlicher Urkunde, URNr S 904 /2014, und die unveränderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten vollständigen Wortlaut des Gesellschaftsvertrages übereinstimmen</p>	<p>For the following articles of association of the company with legal name</p> <p>ASPEN Europe GmbH with legal seat in Munich</p> <p>is hereby certified pursuant to section 54 para 1 GmbHG that these provisions conform to the resolution regarding the change of the articles of association dated 29 April 2014, this notarial deed no S 904 /2014, and the unchanged provisions of the wording of the articles of association which were submitted to the commercial register at last</p>

München / Munich, den / this 29 April 2014




Dr Martin T Schwab,
Notar / Notary

§ 6
Stammkapital Stammeinlage

Das Stammkapital beträgt

EUR 25 000,00

- 1 W Euro fünfundzwanzigtausend -

Den einzigen Geschäftsanteil von EUR 25 000,00 übernimmt die

Aspen Global Incorporated
GBS Plaza, Cnr La Salette and Royal Roads,
Grand Bay, Mauritius

Die Gesellschafterin leistet die Einlage auf ihren Geschäftsanteil in bar

§ 7
Vertretung, Geschäftsführung

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

Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft gemeinschaftlich durch zwei Geschäftsführer oder einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten.

Die/der Geschäftsführer können/kann durch Beschluss der Gesellschafterversammlung Einzelvertretungsmacht erhalten und/oder von den Beschränkungen des § 181 BGB befreit werden.

Dies gilt auch im Falle der Liquidation der Gesellschaft.

§ 8
Gesellschafterversammlung

Die Gesellschafterversammlung findet jeweils am Sitz der Gesellschaft statt. Zu den Gesellschafterversammlungen sind die Gesellschafter mit eingeschriebenem Brief mindestens vier Wochen vorher zu laden. Wenn sämtliche Gesellschafter zustimmen, kann die Gesellschafterversammlung an jedem Ort stattfinden. Die Gesellschafterbeschlüsse können auch, wenn alle Gesellschafter damit einverstanden sind, im Umlaufverfahren schriftlich, telegrafisch oder per Telefax gefasst werden, soweit ein solches Verfahren gesetzlich möglich ist.

In den ersten sieben Monaten eines jeden Geschäftsjahres findet eine ordentliche Gesellschafterversammlung statt, deren Gegenstand die Feststellung des Jahresabschlusses und der Ergebnisverwendung, die Entlastung der Geschäftsführung und, soweit die Gesellschaft prüfungspflichtig ist, die Wahl des Abschlußprüfers ist.

Jeder Gesellschafter kann sich in der Gesellschafterversammlung durch einen mit schriftlicher Vollmacht versehenen Dritten vertreten lassen

Die Gesellschafterversammlung ist beschlussfähig, wenn sie ordnungsgemäß einberufen ist und mindestens die Hälfte des Stammkapitals vertreten ist. Wird diese Mehrheit nicht erreicht, so ist unverzüglich eine zweite Gesellschafterversammlung mit gleicher Ladungsfrist und gleicher Tagesordnung einzuberufen. Diese Gesellschafterversammlung ist sodann ohne Rücksicht auf das vertretene Kapital beschlussfähig. Auf diese Rechtsfolge ist in der zweiten Einladung hinzuweisen.

Über sämtliche Gesellschafterbeschlüsse ist - soweit nicht eine notarielle Beurkundung stattzufinden hat - ein schriftliches Protokoll unter Angabe der Abschlussumstände zu fertigen und von den Geschäftsführern zu unterzeichnen.

§ 9 Jahresabschluss

Die Geschäftsführer müssen nach Ende eines jeden Geschäftsjahres gemäß den gesetzlichen Bestimmungen und innerhalb der gesetzlichen Fristen den Jahresabschluß samt Anhang sowie - soweit gesetzlich vorgeschrieben - einen Lagebericht erstellen.

§ 10 Ergebnisverwendung

Die Gesellschafterversammlung beschließt über die Verwendung des Jahresergebnisses (Jahresüberschuß zuzüglich eines Gewinnvortrages abzüglich eines etwaigen Verlustvortrages). In dem Beschluß über die Verwendung des Jahresergebnisses können die Gesellschafter auch Beträge in Gewinnrücklagen einstellen oder als Gewinn vortragen.

Die Gesellschaft ist berechtigt, im Laufe eines Geschäftsjahres eine Abschlagsdividende zu zahlen, wenn im Zeitpunkt der Zahlung zu erwarten ist, dass das ausschüttungsfähige Jahresergebnis mindestens den Betrag der Abschlagsdividende erreicht.

§ 11 Verfügung über Geschäftsanteile

Jede Verfügung über Geschäftsanteile oder Teile von Geschäftsanteilen ist nur mit schriftlicher Zustimmung aller Gesellschafter zulässig.

§ 12
Veröffentlichungen

Die Veröffentlichungen der Gesellschaft erfolgen ausschließlich im elektronischen Bundesanzeiger

§ 13
Schlussbestimmungen

Falls einzelne Bestimmungen dieses Vertrages unwirksam sein sollten oder dieser Vertrag Lücken enthält, wird dadurch die Wirksamkeit der übrigen Bestimmungen nicht berührt. Die ungültige Bestimmung ist mit Gesellschafterbeschluss durch eine andere zu ersetzen, die dem mit der ungültigen Bestimmung beabsichtigten wirtschaftlichen Zweck möglichst nahe kommt, entsprechendes gilt für Vertragslücken.

§ 14
Gründungsaufwand

Die Gesellschaft trägt die mit der Gründung verbundenen Kosten und Gebühren des Notars und des Registergerichts, einschließlich der Veröffentlichungskosten, in Höhe von EUR 2.500,00, über EUR 2.500,00 hinausgehende Gründungskosten trägt die Gesellschafterin.

München, den 22.05.2014

Hiermit beglaube ich die Übereinstimmung, der in dieser Datei enthaltenen Bilddaten (Abschrift)
mit dem mir vorliegenden Papierdokument (Urschrift)

Dr. Martin T. Schwab
Notar

I CERTIFY THAT THIS
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ORIGINAL DOCUMENT

Articles of Association
of

ASPEN Europe GmbH


DEREK DAVIES

¹
Company name


MICHAEL CRON

The name of the company is

ASPEN Europe GmbH

²
Registered office

The registered office of the company is in Munich, Germany

³
Purpose

The purpose of the company is to hold the marketing rights for the purposes of medical drugs legislation, as well as the distribution, marketing and trading in pharmaceutical and medical products and devices

⁴
Duration

The company is established indefinitely

⁵
Financial year

The company's financial year begins on 1 July and ends on 30 June. The first financial year is a short financial year, beginning on the foundation of the company and ending on the following 30 June.

6
Share capital, original capital contribution

The share capital is

EUR 25,000 00

- in words twenty-five thousand euros -

The sole share in the company of EUR 25,000 00 is acquired by

Aspen Global Incorporated
GBS Plaza, Cnr La Salette and Royal Roads,
Grand Bay, Mauritius

The shareholder shall provide the contribution for the share in cash

7
Representation, Management

The company has one or several directors. If the company has only one director, this person shall be the sole representative of the company.

If the company has several directors, the company shall be represented by two directors acting in concert or by one director and one authorised officer acting in concert.

The director(s) may be granted sole representation authority and/or be released from the restrictions of Section 181 of the German Civil Code (BGB) by the shareholders' meeting.

This also applies in the event of the liquidation of the company.

8
Shareholders' meeting

The shareholders' meeting shall always take place at the registered office of the company. The shareholders shall be invited to the shareholders' meeting by registered mail at least four weeks in advance. If all the shareholders agree, the shareholders' meeting can take place at any location. Shareholder resolutions may also, with the agreement of all shareholders, be made by circular in writing, by telegraph or by fax, where such procedure is legally viable.

An ordinary shareholders' meeting shall take place within the first seven months of each financial year in order to approve the annual financial statement and the appropriation of earnings, the discharge from liability of the Management Board and, where the company is subject to audit, the election of an auditor.

Each shareholder may be represented at the shareholders' meeting by a third party with written authorisation

The shareholders' meeting shall be quorate when it has been duly convened and at least half of the share capital is represented. Where such majority is not achieved, a second shareholders' meeting shall be convened without delay with the same invitation period and the same agenda. This shareholders' meeting shall then be quorate irrespective of the capital represented. This legal consequence shall be indicated in the second invitation.

If notarisation is not required, a written report on all shareholder resolutions shall be drawn up, stating the circumstances relating to the financial statements, and signed by the directors.

9

Annual financial statements

At the end of each financial year, the directors must, in accordance with the legal provisions and within the statutory periods, produce the annual financial statements with appendices and – where legally prescribed – a status report.

10

Appropriation of earnings

The shareholders' meeting shall pass a resolution on the appropriation of earnings (net income plus profit carried forward, less any loss carried forward). In the resolution on the appropriation of earnings, the shareholders may also allocate amounts to retained earnings or profit carried forward.

The company is entitled, during the course of a financial year, to pay an interim dividend if at the time of payment it is expected that the distributable earnings for the year will equal or exceed the interim dividend.

11

Disposal of shareholdings

Any disposal of shareholdings or parts thereof shall require the written consent of all shareholders.

12

Announcements

The company shall make all announcements exclusively in the electronic Federal Official Gazette

13

Final provisions

Where individual provisions of this agreement are invalid or where the agreement contains loopholes, this shall not affect the validity of the other provisions. The invalid provision shall, through a shareholder resolution, be replaced with another that most closely represents the commercial intention of the invalid provision, the same shall apply to loopholes.

14

Formation expense

The company shall bear the costs and fees for the notary and the Registration Court associated with the foundation of the company, including announcement costs, in the amount of EUR 2,500.00, the shareholder shall bear the foundation costs in excess of EUR 2,500.00.

Munch, 22/05/2014

I hereby confirm that the image data contained in this file (copy) is identical to the paper document before me (original)

Dr Martin T Schwab
Notary

ORIGINAL DOCUMENT

Search

Name	Area	Information	Publication date
ASPEN Europe GmbH Munich (previously Bad Oldesloe)	Accounting/financial Reports	Financial statements for the financial year from 01/07/2012 to 30/06/2013	07/07/2014



MICHAEL CROW

ASPEN Europe GmbH

Munich

(previously Bad Oldesloe)

Financial statements for the financial year from 01/07/2012 to 30/06/2013

BALANCE SHEET

ASSETS

	EUR	Year as a whole/Status EUR	EUR	Previous year EUR
A Non-current assets				
I Property, plant and equipment		0		9,180
B Current assets				
I Called-up outstanding contributions to subscribed capital		12,500		0
II Receivables and other assets		350,321		526,416
III Cash in hand, cash in bank accounts		436,610		47,153
Total Assets		799,431		582,749

LIABILITIES

	EUR	Year as a whole/Status EUR	EUR	Previous year EUR
A Equity				
I Subscribed capital		25,000		12,500
II Loss carry forward		67,948		-686,657
III Net income for the year		3,391		754,605
B Liabilities		703,091		502,301
Total Liabilities		799,430		582,749

Appendix for the financial year from 1 July 2012 to 30 June 2013

Aspen Europe GmbH, Bad Oldesloe

Preliminary remarks

The company is classified as a small incorporated company in accordance with Section 267, Subsection 1 of the German Commercial Code (HGB)

The financial statements of Aspen Europe GmbH, Bad Oldesloe, of 30 June 2013 were prepared in accordance with the provisions of Sections 264 ff of the German Commercial Code

The statement of income was prepared using the total cost accounting procedure

The appendix contains the disclosures for small incorporated companies

There is share capital of EUR 25,000 00

Accounting and valuation principles

Assets and liabilities have been valued in accordance with the provisions of the German Commercial Code for incorporated companies and good accounting practice

Receivables, Other Assets and Cash and Cash Equivalents have been reported at their nominal value

Balance sheet information

The share capital consists of EUR 12,500 00 in Called-up outstanding contributions to subscribed capital and EUR 12,500 00 in bank deposits

Other information

Aspen Europe GmbH is a wholly owned subsidiary of Aspen Global Incorporated

The financial statements of Aspen Europe GmbH are included in the financial statements of Aspen Pharmacare Holdings Ltd, Sandton, South Africa. The consolidated financial statements of Aspen Pharmacare Holdings Ltd are published on the Johannesburg Securities Exchange in South Africa

The company has no sales revenues and no employees

The CEO of the company is

Samer Kassem, CEO of Aspen Global Incorporated, Pointe aux Canoniers, Mauritius,

Bad Oldesloe, 18 October 2013

Samer Kassem

STATEMENT OF INCOME

	EUR	Year as a whole/Status EUR	EUR	Previous year EUR
1 Gross profit/loss		0		0
2 Other operating expenses		3,391		780,996
3 Results from ordinary activities		3,391		780,996
4 Taxes on income and profits		0		-26,391
5 Net income for the year		3,391		754,605

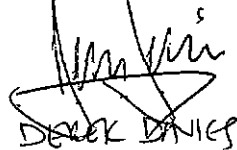
Bad Oldesloe, 18 October 2013

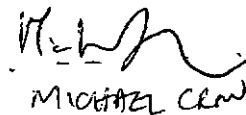
Signed Samer Kassem

The financial statements were approved on 18/10/2013

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Federal Gazette


DEREK DAVIES


MICHAEL CERN

Page 1 of 2

Search

Name	Area	Information	Publication date
ASPEN Europe GmbH München (vormals Bad Oldesloe)	Accounting/financial Reports	Jahresabschluss zum Geschäftsjahr vom 01.07 2012 bis zum 30.06 2013	07.07.2014

ASPEN Europe GmbH

München

(vormals Bad Oldesloe)

Jahresabschluss zum Geschäftsjahr vom 01.07.2012 bis zum 30.06.2013

BILANZ

AKTIVA

	Euro	Gesamtjahr/Stand Euro	Euro	Vorjahr Euro
A Anlagevermögen				
I Sachanlagen		0		9.180
B Umlaufvermögen				
I Eingeforderte ausstehende Einlage auf das gezeichnete Kapital		12.500		0
II Forderungen und sonstige Vermögensgegenstände		350.321		526.416
III Kassenbestand und Guthaben bei Kreditinstituten		436.610		47.153
Summe Aktiva		799.431		582.749

PASSIVA

	Euro	Gesamtjahr/Stand Euro	Euro	Vorjahr Euro
A Eigenkapital				
I Gezeichnetes Kapital		25.000		12.500
II Verlustvortrag		67.948		-686.657
III Jahresüberschuss		3.391		754.605
B Verbindlichkeiten		703.091		502.301
Summe Passiva		799.430		582.749

Anhang für das Geschäftsjahr vom 01. Juli 2012 bis zum 30. Juni 2013

Aspen Europe GmbH, Bad Oldesloe

Vorbemerkung

Die Gesellschaft ist eine kleine Kapitalgesellschaft im Sinne des § 267 Abs 1 HGB

Der Jahresabschluss der Aspen Europe GmbH, Bad Oldesloe zum 30. Juni 2013 wurde nach den Vorschriften der §§ 264 ff. HGB aufgestellt

Die Gewinn- und Verlustrechnung wurde nach dem Gesamtkostenverfahren aufgestellt

Der Anhang enthält die Angaben für kleine Kapitalgesellschaften

Es besteht ein Stammkapital i. H. v. 25 000,00 EUR

Bilanzierungs- und Bewertungsgrundsätze

Die Vermögens- und Schuldposten wurden unter Beachtung der Vorschriften des HGB für Kapitalgesellschaften und der Grundsätze ordnungsmäßiger Buchführung bewertet

Forderungen, Sonstige Vermögensgegenstände und Flüssige Mittel wurden zu Nennwerten bilanziert

Angaben zur Bilanz

Das Stammkapital setzt sich aus 12 500,00 EUR eingeforderte ausstehende Einlagen auf das gezeichnete Kapital und 12 500,00 EUR Einzahlungen bei Kreditinstituten zusammen

Sonstige Angaben

Die Aspen Europe GmbH ist eine 100%ige Tochter der Aspen Global Incorporated

Der Jahresabschluss der Aspen Europe GmbH wird in den Abschluss der Aspen Pharmacare Holdings Ltd, Sandton/Südafrika einbezogen. Der Konzernabschluss der Aspen Pharmacare Holdings Ltd wird an der Johannesburg Securities Exchange in Südafrika veröffentlicht.

Die Gesellschaft hat keine Umsatzerlöse und keine Beschäftigten

Geschäftsführer der Gesellschaft ist

Samer Kassem, Geschäftsführer Aspen Global Incorporated, Pointe aux Canoniers, Mauritius,

Bad Oldesloe, den 18. Oktober 2013

Samer Kassem

GEWINN- UND VERLUSTRECHNUNG

	Euro	Gesamtjahr/Stand Euro	Euro	Vorjahr Euro
1. Rohergebnis		0		0
2. sonstige betriebliche Aufwendungen		3 391		780 996
3. Ergebnis der gewöhnlichen Geschäftstätigkeit		3 391		780 996
4. Steuern vom Einkommen und vom Ertrag		0		-26 391
5. Jahresüberschuss		3.391		754.605

Bad Oldesloe, den 18. Oktober 2013

gez. Samer Kassem

Die Feststellung bzw. Billigung des Jahresabschlusses erfolgte am. 18.10.2013



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032051

UK Establishment No. BR017121

The Registrar of Companies hereby certifies that

ASPEN EUROPE GMBH

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 **15th August 2014**.



Companies House



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