FC032272

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

10120211.00

FEE PAID £ 100 M I COMPANIES HOUSE

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

What this form is NOT for
You cannot use this form to change the details of an existing company officer or establishment

THURSDAY

L3N00R0J
LD1 18/12/2014 #137
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶

Kowa Optimed Deutschland GmbH

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to **Section A3**
→ To register using an alternative name, go to **Section A2**

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

All fields are mandatory unless specified or indicated by *

❶ 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) ❷

Kowa Optimed Deutschland GmbH UK Branch

❷ 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 restrictions❸

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

❸ **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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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 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

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

☐ Yes
☑ 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	GmbH Private Limited Liability Company
Country of incorporation *	Germany
Identity of register in which it is registered ❹	Amtsgericht Dusseldorf
Registration number in that register	H R B 6 5 5 3 0

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

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

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

→ **Yes** Complete the details below
→ **No** Go to **Part 3**

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Registration of an overseas company opening a UK establishment

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

From	d d m m
To	d d m m

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

Months	

B6 Latest disclosed accounts

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

☑ Yes

Please indicate what documents have been disclosed

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

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

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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 ❶

☑ I enclose a certified translation, if applicable ❷

❶ 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

❷ 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 ❸

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 ❹	
Amount of issued share capital ❺	

❸ This address will appear on the public record

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

❺ Please specify the amount of shares issued and the value

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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 ❶

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) ❷	

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

❷ **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 ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **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 ❹
☐ Unlimited

Description of limited authority, if applicable

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

☐ Alone
☐ Jointly ❺

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

❹ 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

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

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Registration of an overseas company opening a UK establishment

Corporate secretary

E1 Corporate secretary details ❶

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

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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

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 ❷

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 ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

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

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **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

E5 Corporate secretary's authority

Please enter the extent of your authority as corporate secretary
Please tick one box

Extent of authority	☐ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box
	☐ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

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

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Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

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)	Christian
Surname	Offermann
Former name(s) ❷	
Country/State of residence ❸	Germany
Nationality	German
Date of birth	d2 d6 m0 m6 y1 y9 y7 y7
Business occupation (if any) ❹	

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details

❷ **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

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

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

F2 Director's service address ❺

Building name/number	Bendemannstrasse 9
Street	Duesseldorf
	NW
Post town	40210
County/Region	
Postcode	
Country	Germany

❺ **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

F4 Director's authority

	Please enter the extent of your authority as director Please tick one box
Extent of authority	☐ Limited ❶ ☑ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box
	☑ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

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

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

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

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

❶ **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 ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance
www companieshouse gov uk

❸ 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 ❹

If applicable, the registration number

❹ **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

G5 Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box
Extent of authority	☐ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box
	☐ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

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

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment registration number: B R

Sections **H3** and **H4** must be completed in all cases

H3 Delivery of accounts and reports

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

☑ In respect of this establishment Please go to **Section H4**

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

UK establishment registration number: B R

❶ Please tick the appropriate box

OS IN01

Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment ❶

Please enter the name and address of the UK establishment

Name of establishment	Kowa Optimed Deutschland GmbH UK Branch
Building name/number	127A (Upper flat)
Street	Hindmans Road
	East, Dulwich
Post town	
County/Region	London
Postcode	S E 2 2 9 N H
Country	

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

Date establishment opened	d0 d1 m1 m2 y2 y0 y1 y4
Business carried on at the UK establishment	UK Sales Support

❶ **Address**
This is the address that will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

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

J1 Permanent representative's details

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

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

Full forename(s)	Christian
Surname	Offermann

J2 Permanent representative's service address ❶

Building name/number	Bendemannstrasse 9
Street	Duesseldorf
	NW
Post town	40210
County/Region	
Postcode	
Country	Germany

❶ **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 ❷

☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone

☐ Jointly ❸

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

❷ 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

❸ 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

Part 7 Person authorised to accept service

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

→ **Yes** Please enter the name and service address of every person(s) authorised below
→ **No** Tick the box below then go to **Part 8** 'Signature'

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

K1 Details of person authorised to accept service of documents in the UK

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

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

Full forename(s)	
Surname	

K2 Service address of person authorised to accept service ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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

Part 8 Signature

	This must be completed by all companies
	I am signing this form on behalf of the company
Signature	Signature X ✗ X
	This form may be signed by Director, Secretary, Permanent representative

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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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company
Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales.
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Kowa Optimed Deutschland GmbH

Bendemannstraße 9 | 40210 Dusseldorf | www kowa eu

Kowa Optimed Deutschland GmbH Bendemannstraße 9 40210 Düsseldorf

Kowa Optimed Deutschland GmbH
Bendemannstraße 9
40210 Dusseldorf

Tel +49 (211) 542 184- 00
Fax +49 (211) 542 184- 10

www kowa eu

Dusseldorf, 17 12 2014

I certify this to be a true
copy of the original document

I Christian Offermann, in my capacity as Director certify this copy of the company constitution/company accounts as a true and accurate translation of the German original.

17.12.2014

Date, Signature

Kowa Optimed Deutschland GmbH
Bendemannstraße 9
40210 Düsseldorf

I certify this to be a true
copy of the original document

Diese **BEGLAUBIGTE ABSCHRIFT**
stimmt mit der Urschrift überein

Dusseldorf, den 24.03.2011
URNr 561 / 2011 Op vom 24.03 2011

Oppermann

Dr. Rainer Oppermann, Notar

Notare
Dr Florian Braunfels
Dr Rainer Oppermann
Königsallee 31
40212 Düsseldorf
Telefon 02 11/13 00 70
Telefax 02 11/13 10 20
welcome@notarixx de

Der nachstehende englische Text ist nicht Inhalt der Gründungsurkunde

Notarielle Urkunde

URNr. 561 fur 2011 Op

Notarial Deed

Deed No 561 for 2011 Op

GmbH-Grundung

Incorporation of a "GmbH" (i.e. Limited Liability Company)

Verhandelt zu Düsseldorf am 24. Marz 2011

Negotiated at Dusseldorf this 24th day of March, 2011

Vor dem unterzeichnenden Notar

Before the undersigned German Notar

Dr Rainer Oppermann

mit dem Amtssitz zu Dusseldorf

duly admitted and sworn with official residence at Düsseldorf

erschienen

appeared:

- fur die Kowa Optimed Europe Ltd
  mit Sitz in Wokingham, Großbritannien
  Companies House Nr 7559253
  105 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5RB Großbritannien·

  Herr Robert Ireland
  geboren am 21 05 1952
  Waverley, Southview Road, Headley Down, Bordon, Hampshire, GU35 8HX, Großbritannien
  ausgewiesen durch britischen Pass
  als Director

- for and on behalf of Kowa Optimed Europe Ltd
  with registered office in Wokingham, U K.
  Companies House No 7559253
  105 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5RB U.K.

  Mr. Robert Ireland
  born on May 21, 1952
  Waverley, Southview Road, Headley Down, Bordon, Hampshire, GU35 8HX, U.K ,
  identified by British Passport
  as Director

mit der Bitte um Beurkundung der folgenden Erklarungen

asking for notarisation of the following declarations:

(1) Wir grunden eine Gesellschaft mit beschrankter Haftung (GmbH) mit dem als Anlage zu dieser Urkunde genommenen Gesellschaftsvertrag und der Verpflichtung, die darin vereinbarten Stammeinlagen zu leisten

Hinweis: Vorzeitige Einzahlungen auf das Stammkapital konnen nicht auf die erst mit dieser Urkunde entstehenden Einlageverpflichtungen verrechnet werden; die Einlage ware dann noch einmal zu leisten

(1) We hereby establish a "Gesellschaft mit beschränkter Haftung" (GmbH) (i e a Limited Liability Company) adopting the Articles of Association attached to this deed with the obligation to pay in the capital deposit agreed therein.

N.B · Premature payments onto the share capital might not be set off against the obligation of payment arising out of this deed, the share would then have to be paid again.

Im Hinblick darauf erklaren wir, dass bisher keine Zahlungen auf das Stammkapital erfolgt sind.

With regard to the above we declare that we have hitherto not rendered any payments onto the share capital.

(2) *Der Notar weist hiermit außerdem auf Folgendes hin.*

(2) *The Notar furthermore points out the following:*

- *Die Gesellschaft mit beschrankter Haftung entsteht erst mit ihrer Eintragung im Handelsregister. Mit der heutigen Grundung entsteht jedoch eine Vor-GmbH Fur diese kann bereits wirksam gehandelt werden.*

  Fur ihre - vor der Eintragung begrundeten - Verbindlichkeiten haftet nach außen nur die Vor-GmbH. Im Innenverhaltnis haftet aber jeder Gesellschafter, der der Aufnahme der Geschafte - ausdrucklich oder stillschweigend - zugestimmt hat. Er haftet personlich und in unbegrenzter Hohe; auf die vereinbarte Hohe des Stammkapitals oder der von ihm zu leistenden oder geleisteten Stammeinlage kommt es dabei nicht an Außerdem haftet jeder, der fur die Vor-GmbH handelt, z B ein Geschaftsfuhrer

  Mit der Eintragung gehen die Rechte und Pflichten der Vor-GmbH auf die GmbH uber Verbindlichkeiten, die bereits vor der heutigen Grundung entstanden sind, gehen nicht ohne Weiteres auf die GmbH uber Insoweit bleibt die personliche Haftung der Beteiligten bestehen.

- *The company with limited liability is not officialy established until it has been entered in the commercial register A provisional GmbH is, however, established with today's notarized act, for which legal acts can be undertaken as of today*

  Liabilities incurred prior to official registration shall be subject to the liability only of the provisional GmbH in external dealings. However each shareholder who - expressly or tacitly - agrees to commencement of the business activity is liable in his relations to the other shareholders. He is liable personnally and to unlimited amount, irrespective of the agreed amount of the share capital or the initial contribution paid or due from him. The same liability is borne by each party acting on behalf of the provisional GmbH, e.g a managing director.

  Rights and obligations of the provisional GmbH are transferred to the GmbH when the latter is registered Obligations incurred before today shall not be automatically transferred to the GmbH and accordingly remain subject to the personal liability of the relevant parties.

- *Auch nach der Eintragung der GmbH haften ihr die Gesellschafter - personlich und ebenfalls in unbegrenzter Hohe - fur einen etwaigen Fehlbetrag, der sich ergibt, wenn die GmbH Verbindlichkeiten aus der Zeit vor der Eintragung ubernommen hat Diese Haftung bleibt bestehen, solange die dadurch entstandene Unterdeckung nicht ausgeglichen ist.*

  Even after registration the shareholders are liable towards the GmbH - personally and to unlimited amount - for any insufficient amount arising when the GmbH is transferred liability from the period prior to registration This liability continues as long as the set deficit has not been paid.

- *Wird die GmbH nicht eingetragen, z B. weil die Grunder etwaige Eintragungshindernisse*

- *If the GmbH is never registered, e.g. because the founders fail to remove the obstacles for registra-*

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nicht beseitigen oder ihre Eintragungsabsicht aufgeben, so sollte die Vor-GmbH sofort beendet und ordnungsgemaß liquidiert werden. Andernfalls konnen etwaige Glaubiger der Vor-GmbH die Gesellschafter unmittelbar und als Gesamtschuldner in Anspruch nehmen

tion or because they surrender their intention, the provisional GmbH shall end and be duly liquidated immediately. Otherwise any creditor of the provisional GmbH can claim against the shareholders directly and as joint debtors

- *Fur Schaden, der durch uberhohten Grundungsaufwand oder falsche Angaben bei Errichtung der GmbH entsteht, haften Gesellschafter und Geschaftsfuhrer personlich, unbeschrankt und unabhängig davon, wer den Schaden verursacht hat.*

- *Each shareholder and managing director is personally liable for any damage incurred from excessive establishment costs or incorrect statement in connection with the establishment of the GmbH without restriction and irrespective of who caused the damage.*

(3) Zum Geschaftsfuhrer der GmbH wird hiermit bestellt:

- Herr Robert Ireland
  geboren am 21.05 1952
  Waverley, Southview Road,
  Headley Down, Bordon, Hampshire, GU35 8HX, Großbritannien

Er vertritt die Gesellschaft einzeln, auch wenn weitere Geschaftsfuhrer bestellt sind

und darf die Gesellschaft und Dritte oder sich selbst bei Rechtsgeschaften untereinander gleichzeitig vertreten (Befreiung von § 181 BGB).

(3) Appointed as "Geschaftsfuhrer" (i e. managing director) is:

- Mr. Robert Ireland
  born on May 21, 1952
  Waverley, Southview Road,
  Headley Down, Bordon, Hampshire, GU35 8HX, UK

He represents the company solely, even if more than one "Geschäftsfuhrer" are appointed

and is authorised to act simultaneously on behalf of the company, in his own name and on behalf of third parties (release of sec. 181 of the German Civil Code)

(4) Wir beschließen außerdem Folgendes:

- Der Geschaftsfuhrer darf die Geschaftstätigkeit der GmbH erst nach Eintragung in das Handelsregister aufnehmen

(4) We further resolve the following

- The managing director may commence business operations only after the registration into the commercial register.

(5) Hierdurch werden die Notare Dr. Florian Braunfels und Dr. Rainer Oppermann in Dusseldorf, deren Vertreter und die Mitarbeiter

Herr Heinz Langmack
Frau Ingrid Neu
Frau Ulrike Gildemeister
Frau Susann Otto
je einzeln

bevollmachtigt, alles zu erklaren und zu beschließen, was nach ihrem pflichtgemäßen Ermessen zum Vollzug dieser Urkunde und zur Eintragung

(5) Herewith the notaries Dr Florian Braunfels and Dr. Rainer Oppermann in Dusseldorf, their official deputies and the office clerks

Mr Heinz Langmack
Mrs Ingrid Neu
Mrs Ulrike Gildemeister
Mrs Susann Otto
each of them individually

are herewith granted power of attorney to declare and resolve whatever might still be necessary or convenient according to their im Handelsregister - insbesondere bei gerichtlichen Zwischenverfugungen - noch notwendig oder zweckmaßig ist.

discretion for the execution of this deed and for the entry into the commercial register, in particular in case of interim orders of the register court

Diese Niederschrift nebst Anlage wurde dem Erschienenen vorgelesen. Wegen nicht hinreichender Deutschkenntnisse von Herrn Ireland wurde sie ihm vom Notar ins Englische übersetzt - er verzichtete auf sein Recht auf Zuziehung eines offiziellen Dolmetschers - von ihm genehmigt und sodann von ihm und dem Notar wie folgt unterschrieben

This document together with the attachment was read aloud to the person appearing. Because of lacking knowledge of the German language of Mr. Ireland it was translated to him by the Notar into English - he waived his right to have an official interpreter -, approved and, subsequently, executed as follows·

B Ireland

Oppermann, Notar

Der nachstehende englische Text dient nur dem Verstandnis des Unterzeichners und ist nicht Inhalt der Satzungsurkunde

Gesellschaftsvertrag

§ 1 Firma und Sitz

(1) Die Firma der Gesellschaft lautet.

Kowa Optimed Deutschland GmbH

(2) Der Sitz der Gesellschaft ist Dusseldorf.

§ 2 Gegenstand des Unternehmens

(1) Gegenstand des Unternehmens ist der Ein- und Verkauf, Import und Export sowie die Beschaffung und Produktion von medizinischen, optischen und elektrischen Produkten.

(2) Die Gesellschaft ist berechtigt, sich an anderen Unternehmen zu beteiligen und Zweigniederlassungen zu errichten.

§ 3 Stammkapital

(1) Das Stammkapital betragt € 500 000,00 - in Worten Euro funfhunderttausend -

(2) Das Stammkapital der Gesellschaft ist eingeteilt in 500.000 Geschaftsanteile mit den laufenden Nummern 1 bis 500.000 im Nennbetrag von jeweils € 1,00.

(3) Es ubernehmen gegen Einlage auf das Stammkapital:

Kowa Optimed Europe Ltd
mit Sitz in Wokingham, Großbritannien

die Geschaftsanteile Nr 1 bis 500 000 im Nennbetrag von insgesamt € 500.000,00

(4) Die Einlage in Höhe von € 1,00 je Geschäftsanteil ist fur alle Geschäftsanteile in Geld zu leisten

Sie ist jeweils in voller Hohe unverzuglich fallig.

Articles of Association

§ 1 Name and official residence

(1) The name of the company is:

Kowa Optimed Deutschland GmbH

(2) The registered office of the company is Dusseldorf

§ 2 Commercial activity of the company

(1) The commercial activities of the company are the purchase, sales, import and export as well as the Procurement and production of medical, optical and electrical products

(2) The company is entitled to participate in other enterprises and to set up branch offices.

§ 3 Share capital

(1) The share capital amounts to € 500,000.00 - in words: fivehundred thousand -.

(2) The share capital of the company is divided into 500,000 shares with the serial numbers 1 up to 500,000 in the nominal value of € 1,00 each

(3) There subscribe to contributions with regard to the share capital

Kowa Optimed Europe Ltd.
with registered office in Wokingham, U K

to the shares no. 1 up to 500,000 in the nominal value of together € 500,000.00,

(4) The contribution of € 1,00 per share has to be paid in cash for each of the shares

The full amount is due without delay.

§ 4 Geschaftsführung

(1) Die Gesellschaft hat einen oder mehrere Geschäftsfuhrer

(2) Die Gesellschaft wird wie folgt vertreten

- Sind mehrere Geschaftsfuhrer bestellt, so wird die Gesellschaft durch zwei Geschäftsfuhrer gemeinsam oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten

- Ist nur ein Geschaftsfuhrer bestellt, vertritt er die Gesellschaft allein.

(3) Die Vertretung kann abweichend geregelt werden, insbesondere kann Einzelvertretungsmacht erteilt werden Geschaftsfuhrer konnen ermachtigt werden, gleichzeitig fur die Gesellschaft, im eigenen Namen oder fur Dritte zu handeln (Befreiung von § 181 BGB)

(4) Die vorstehenden Bestimmungen gelten sinngemaß fur Liquidatoren

§ 4 Management

(1) The company has one or several executive directors

(2) The company is represented as follows:

- If more than one executive directors have been appointed the company is represented by two executive directors jointly or by one executive director jointly together with a "Prokurist" (signing clerk).

- If only one executive director is appointed he has single power to represent the company.

(3) The mode of representation may be determined differently; in particular single power of representation may be granted. Executive directors may be authorized to act on behalf of the company, in their own name or on account of third parties simultaneously

(4) The foregoing provisions are applicable for liquidators accordingly.

§ 5 Geschaftsjahr, Gewinnverwendung

(1) Das Geschäftsjahr ist das Kalenderjahr.

(2) Die Gesellschafter konnen beschließen, den Jahresüberschuss zuzuglich Gewinnvortrag abzüglich Verlustvortrag (das "Ergebnis") ganz oder teilweise in Gewinnrucklagen einzustellen oder als Gewinn vorzutragen

Im Übrigen ist das Ergebnis an die Gesellschafter nach dem Verhältnis der Geschaftsanteile auszuschütten

§ 5 Financial year, use of profit

(1) The business year is the calendar year.

(2) The shareholders may decide whether the annual results are to be wholly or partially allocated to earnings reserves or carried forward as profit.

Otherwise the annual results are to be distributed among the shareholders in proportion to their shares

§ 6 Gesellschafterversammlung

(1) Die Gesellschafter fassen ihre Beschlüsse in Gesellschafterversammlungen.
Die Versammlung findet am Sitz der Gesellschaft statt, wenn die Gesellschafter nichts anderes beschließen

Soweit nicht zwingende gesetzliche Vorschriften entgegenstehen, konnen Gesellschafterbeschlusse auch schriftlich oder fernschriftlich (z.B durch Telefax oder eMail) ge-

§ 6 Shareholders' meeting

(1) The shareholders pass their resolutions in shareholders' meetings The meetings take place at the legal seat of the company unless the shareholders resolve otherwise.

Shareholders resolutions may also be passed by written vote or by facsimile transmission / e-mail unless prohibited under stringent law and provided all shareholders fasst werden, wenn samtliche Gesellschafter sich mit diesem Verfahren schriftlich oder fernschriftlich einverstanden erklärt haben oder dem Beschluss zustimmen

have declared their consent to such voting procedure in writing or in facsimile transmission/e-mail or vote in favour of the motion.

(2) Befinden sich alle Geschaftsanteile in der Hand eines Gesellschafters oder daneben in der Hand der Gesellschaft, so hat der Gesellschafter unverzuglich nach der Beschlussfassung eine Niederschrift aufzunehmen und zu unterschreiben

(2) If all shares are held by one shareholder or besides of him by the company itself the shareholder has to record resolutions without delay in writing and to sign them.

§ 7 Verfugung über Geschaftsanteile

Ohne Zustimmung der Gesellschafterversammlung kann kein Gesellschafter seine Geschäftsanteile oder Teile davon abtreten oder sonstwie daruber verfugen. Betroffene Gesellschafter sind dabei stimmberechtigt.

§ 7 Disposal of shares

No shareholder may assign his shares or any part of them or dispose of them in any other way but with consent of the shareholders' meeting

§ 8 Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen nur im elektronischen Bundesanzeiger oder dem etwa an seine Stelle tretenden amtlichen Veroffentlichungsorgan.

§ 8 Announcements

Company announcements shall be made in the electronic "Bundesanzeiger" or any other official publication media issued in its place

§ 9 Grundungsaufwand

Die mit der Grundung der Gesellschaft und der Eintragung im Handelsregister verbundenen Kosten und Steuern (insbesondere Notar- und Gerichtsgebuhren, Kosten der Veroffentlichung, Steuern, Rechts- und Steuerberatungskosten, Gutachterkosten, Bankkosten) bis zum Betrage von insgesamt € 25 000,00 tragt die Gesellschaft

§ 9 Expenses for formation

Costs and taxes (especially notary and court fees, costs of publication, taxes, legal and financial advisory fees, costs for expert opinions, bank charges) up to an amount of max € 25,000 that are incurred in connection with the founding of the company and its entry in the commercial register shall be borne by the company

Als Anlage zur Niederschrift genommen

as annex to the notarial deed

Frankus
Treuhand und Wirtschaftsberatung GmbH

I certify this to be a true
copy of the original document

Kowa Optimed Deutschland GmbH
Dusseldorf

Financial Statements / Jahresabschluss

as at December 31, 2012 / zum 31 Dezember 2012

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Kowa Optimed Deutschland GmbH

Bilanz zum 31 Dezember 2012

Aktiva

			2012 €	2011 €
A	Anlagevermogen			
	I	Immaterielle Vermogensgegenstande	239 735	284 335
	II	Sachanlagen	48 012	5 329
			287 747	289 664
B	Umlaufvermögen			
	I	Vorrate		
		Waren	828 035	619 899
	II	Forderungen und sonstige Vermogensgegen-stande		
	1	Forderungen aus Lieferungen und Leistungen Leistungen	394 739	306 218
	2	Forderungen gegen Gesellschafter	3 024	997
	3	Forderungen gegen verbundene Unternehmen	12 863	19 363
	4	Sonstige Vermogensgegenstande	16 200	22 104
			426 826	348 682
	III	Kassenbestand und Guthaben bei Kreditinstituten	600 267	883 210
			1 855 128	1 851 791
C	Rechnungsabgrenzungsposten		8 319	1 353
			2 151 194	2 142 808

'6

Kowa Optimed Deutschland GmbH

Bilanz zum 31. Dezember 2012

Passiva

			2012 €	2011 €
A	Eigenkapital			
	I	Gezeichnetes Kapital	500 000	500 000
	II	Kapitalrucklage	500 000	500 000
	III	Verlustvortrag	(365 360)	0
	IV	Jahresfehlbetrag	(488 900)	(365 360)
			145 740	634 640
B	Ruckstellungen			
		Sonstige Ruckstellungen	59 944	41 971
C	Verbindlichkeiten			
	1	Erhaltene Anzahlungen auf Bestellungen	53 359	0
	2	Verbindlichkeiten aus Lieferungen und Leistungen	20 760	71 317
	3	Verbindlichkeiten gegenuber Gesellschafter	347 885	437 456
	4	Verbindlichkeiten gegenuber verbundenen Unternehmen	1 496 243	944 617
	5	Sonstige Verbindlichkeiten - davon aus Steuern € 18 049 (Vorjahr € 12 807) - davon im Rahmen der sozialen Sicherheit € - 0 - (Vorjahr € - 0 -)	27 263	12 807
			1 945 510	1 466 197
			2 151 194	2 142 808

Co

Kowa Optimed Deutschland GmbH

Gewinn- und Verlustrechnung

fur das Geschaftsjahr zum 31 Dezember 2012

		2012 €	24 03 2011- 31 12 2011 €
1	Umsatzerlose	3 716 860	1 833 852
2	Aufwendungen fur verkaufte Waren	2 791 242	1 481 088
3	Bruttoergebnis vom Umsatz	925 618	352 764
4	Vertriebskosten	273 115	460 302
5	Allgemeine Verwaltungskosten	1 128 007	244 386
6	Sonstige betriebliche Ertrage	40 271	52 635
7	Sonstige betriebliche Aufwendungen	53 917	68 980
8	Sonstige Zinsen und ahnliche Ertrage - davon aus verbundenen Unternehmen € - 0 - (Vorjahr € - 0 -)	250	2 909
9	Ergebnis der gewohnlichen Geschaftstatigkeit und Jahresfehlbetrag	(488 900)	(365 360)

Lo

Kowa Optimed Deutschland GmbH

Anhang zum 31 Dezember 2012

I Wesentliche Bilanzierungs- und Bewertungsgrundsatze

Der Jahresabschluss wurde unter Beachtung der Vorschriften des Handelsgesetzbuches und der einschlagigen Bestimmungen des GmbH-Gesetzes aufgestellt

Die Gesellschaft ist eine kleine Kapitalgesellschaft im Sinne des § 267 Abs 1 HGB Die großenabhangigen Erleichterungen (z B §§ 274a, 288 HGB) wurden teilweise in Anspruch genommen

Fur die Gewinn- und Verlustrechnung wird das Gliederungsschema des Umsatzkostenverfahrens zugrunde gelegt Die Vergleichszahlen betreffen einen Zeitraum von 9 Monaten und sind daher nicht vollstandig vergleichbar

Die immateriellen Vermogensgegenstande sind zu Anschaffungskosten abzuglich der aufgelaufenen, linear ermittelten, Abschreibungen bewertet Die Sachanlagen werden zu Anschaffungskosten vermindert um planmaßige, linear ermittelte, Abschreibungen ausgewiesen Die Abschreibungen werden entsprechend der betriebsgewohnlichen Nutzungsdauer bzw geschatzten Restnutzungsdauer im Einzelnen wie folgt ermittelt

	Jahre
Vertriebsrecht	5
Kraftfahrzeuge	2
Mietereinbauten	5
Buroausstattung	3 - 14

Die Mietereinbauten werden uber die Laufzeit des Mietvertrages abgeschrieben

Die Vorrate wurden zu Anschaffungskosten oder dem niedrigeren beizulegenden Wert bewertet

Die Forderungen und sonstigen Vermogensgegenstande sind zu Rechnungswerten abzuglich notwendiger Einzelwertberichtigungen ausgewiesen

Die Ruckstellungen wurden in Hohe des nach vernunftiger kaufmannischer Beurteilung notwendigen Erfullungsbetrages unter Berucksichtigung kunftiger Preis- und Kostensteigerungen angesetzt Ruckstellungen mit einer Restlaufzeit von mehr als einem Jahr wurden mit dem ihrer Restlaufzeit entsprechenden durchschnittlichen Marktzinssatz der vergangenen sieben Geschaftsjahre abgezinst

Lo

Verbindlichkeiten sind zu Erfullungsbeträgen angesetzt

Ertrage und Aufwendungen in Fremdwährung sind zum jeweiligen Tageskurs umgerechnet worden Forderungen und Verbindlichkeiten zum Bilanzstichtag in Fremdwahrung sind mit dem Stichtagskurs bewertet worden

II Angaben zur Bilanz und zur Gewinn- und Verlustrechnung

1 Forderungen und sonstige Vermogensgegenstande

Samtliche Forderungen sind innerhalb eines Jahres fallig

Die sonstigen Vermogensgegenstande beinhalten einen Betrag von T€ 16 mit einer Restlaufzeit von mehr als einem Jahr

Die Forderungen gegen verbundene Unternehmen betreffen ausschließlich solche aus Lieferungen und Leistungen

2 Verbindlichkeiten gegenuber Gesellschafter und verbundenen Unternehmen

Die Verbindlichkeiten gegenuber Gesellschafter betreffen sonstige Verbindlichkeiten in Hohe von T€ 333 und Managementkosten in Hohe von T€ 15 Die Verbindlichkeiten gegenuber verbundenen Unternehmen betreffen ausschließlich Verbindlichkeiten aus Lieferungen und Leistungen

3 Restlaufzeiten der Verbindlichkeiten

Samtliche Verbindlichkeiten haben eine Restlaufzeit bis zu einem Jahr

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4. Personalaufwand

Der in den Vertriebs- und den allgemeinen Verwaltungskosten enthaltene Personalaufwand setzt sich wie folgt zusammen

	T€
Löhne und Gehalter	585
Soziale Abgaben und Aufwendungen fur Altersversorgung und fur Unterstutzung	89
	674

5 Sonstige betriebliche Ertrage

Diese beinhalten T€ 35 Gewinne aus Wechselkursdifferenzen

6 Sonstige betriebliche Aufwendungen

Diese beinhalten T€ 51 Aufwendungen aus Wechselkursdifferenzen

III Sonstige Angaben

1 Anzahl der Beschaftigen

Die Zahl der durchschnittlich beschaftigen Arbeitnehmer betrug im Geschaftsjahr 2012

Vertrieb	9
Verwaltung	1
	10

2 Geschaftsfuhrung

Zum Geschaftsfuhrer war ım Geschaftsjahr bestellt

Herr Robert Ireland, Kaufmann, Bordon/Hampshıre, Grossbrıtannıen

3. Konzernabschluss

Dıe Gesellschaft, dıe den Konzernabschluss fur den kleınsten und großten Kreıs von Unternehmen aufstellt, ıst dıe Kowa Company Ltd , Japan Der Jahresabschluss der Gesellschaft wırd ın dıesen Konzernabschluss eınbezogen und ıst dort erhaltlıch

Dusseldorf, den 14 Februar 2013

Robert Ireland
Geschaftsfuhrer

Kowa Optimed Deutschland GmbH

Balance Sheet as at December 31, 2012

Assets

			2012 €	2011 €
A	Fixed assets			
	I	Intangible assets	239 735	284 335
	II	Tangible assets	48 012	5 329
			287 747	289 664
B	Current assets			
	I	Inventories		
		Merchandise	828 035	619 899
	II	Accounts receivable and other assets		
		1 Accounts receivable trade	394 739	306 218
		2 Accounts receivable from shareholder	3 024	997
		3 Accounts receivable from affiliated companies	12 863	19 363
		4 Other assets	16 200	22 104
			426 826	348 682
	III	Cash on hand and at banks	600 267	883 210
			1 855 128	1 851 791
C.	Prepaid expenses		8 319	1 353
			2 151 194	2 142 808

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Kowa Optimed Deutschland GmbH

Balance Sheet as at December 31, 2012

Equity and Liabilities

			2012 €	2011 €
A	Shareholder's equity			
	I	Share capital	500 000	500 000
	II	Capital reserve	500 000	500 000
	III	Loss brought forward	(365 360)	0
	IV	Net loss for the period	(488 900)	(365 360)
			145 740	634 640
B	Accruals			
		Other accruals	59 944	41 971
C	Liabilities			
	1	Payments received on account of orders	53 359	0
	2	Accounts payable trade	20 760	71 317
	3	Accounts payable to shareholder	347 885	437 456
	4	Acounts payable to affiliated companies	1 496 243	944 617
	5	Other accounts payable - thereof taxes € 18 049 (previous year € 12 807) - thereof social security € - 0 - (previous year € - 0-)	27 263	12 807
			1 945 510	1 466 197
			2 151 194	2 142 808

Kowa Optimed Deutschland GmbH

Statement of Income and Loss

for the year ended December 31, 2012

	2012 €	03-24-2011 12-31-2011 €
1 Sales	3 716 860	1 833 852
2 Cost of sales	2 791 242	1 481 088
3 Gross profit	925 618	352 764
4 Selling expenses	273 115	460 302
5 Administrative expenses	1 128 007	244 386
6 Other operating income	40 271	52 635
7 Other operating expenses	53 917	68 980
8 Other interest and similar income - thereof from affiliated companies € - 0 - (previous year € - 0 -)	250	2 909
9 Result from ordinary operations and net loss for the period	(488 900)	(365 360)

6

Kowa Optimed Deutschland GmbH

Notes to financial statements as at December 31, 2012

I Significant accounting policies

The financial statements have been prepared in accordance with the provisions of the German Commercial Code (HGB) and the appropriate rules of the Law of the German GmbH (GmbHG)

The Company is a small-sized company as to sec 267 para 1 HGB Simplification regulations for small sized companies (e g art 274a, 288 HGB) were partly applied

The statement of income and loss is presented following the cost of sales format Prior year's figures comprise a period of 9 months only and are therefore not fully comparable

Intangible assets are stated at cost less accumulated depreciation calculated on a straight-line basis Tangible assets are stated at cost less accumulated depreciation computed using the straight line method Depreciation has been calculated based on the estimated useful lives or the estimated remaining useful lives as follows

	Years
Distribution right	5
Cars	2
Leasehold improvements	5
Office equipment	3 - 14

Leasehold improvements are depreciated over the remaining term of the rent contract

Inventories are stated at the lower of cost or market

Accounts receivable trade and other receivables and assets are stated at invoiced amounts less individual bad debt reserves if necessary

Accruals are stated at necessary settlement amount based on prudent estimation taking future cost and price increases into account Accruals with a term longer than one year are to be discounted at the average market interest rate of the previous seven fiscal years corresponding to their residual term

Accounts payable are shown at their settlement amounts

Revenues and expenses in foreign currency have been translated using the exchange rate at the transaction date Accounts receivable and accounts payable as at the balance sheet date have been translated using the exchange rate at that date

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II Notes to the balance sheet and the statement of income and loss

1 Accounts receivable and other assets

All accounts receivable are due within one year

Other assets contain an amount of T€ 16 which is due after one year

Accounts receivable from affiliated companies concern accounts receivable trade solely

2 Accounts payable to shareholder and affiliated companies

Accounts payable to the shareholder concern other payables in amount of T€ 333 and management fees in amount of T€ 15 Payables to affiliated companies concern accounts payable trade solely

3 Residual terms of liabilities

All liabilities are due within one year

4 Personnel expenses

Personnel expenses included in selling and administrative expenses are made up as follows

	T€
Wages and salaries	585
Social security and pension expenses	89
	674

40

5 Other operating income

These include foreign exchange gains of T€ 35

6 Other operating expenses

These include foreign exchange losses of T€ 51

III Other notes

1 Personnel employed

The average number of personnel employed was in 2012

Sales	9
Administration	1
	10

2 Management

The Company has the following managing director

Mr Robert Ireland, Merchant, Bordon/Hampshire, United Kingdom

3 Consolidated financial statements

The company which prepares the consolidated financial statements for the smallest and largest number of companies is Kowa Company Ltd , Japan The company's financial statements are included therein and can be obtained there

Dusseldorf, February 14, 2013

Robert Ireland
Managing Director

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FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC032272

UK Establishment No. BR017345

The Registrar of Companies hereby certifies that

KOWA OPTIMED DEUTSCHLAND 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 **22nd December 2014.**

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES