

OS IN01

Registration of an overseas company opening a UK establishment



Companies House



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

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

FRIDAY



LD1 11/12/2015 #73
COMPANIES HOUSE

£200 000138 FC032956

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

Nicoventures U S Limited

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 restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

³ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Part 2 Overseas company details

B1 Particulars previously delivered

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

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

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

UK establishment
registration number

B R [] [] [] [] [] [] [] []

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

Private Limited ✓

Country of
incorporation *

Delaware, United States ✓

Identity of register
in which it is
registered ❹

State of Delaware, Division of Corporations ✓

Registration number in
that register

5 7 8 0 9 0 4 [] [] [] ✓

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

State of Delaware ✓

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

→ Yes Complete the details below

→ No Go to Part 3

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

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

From

d

d

m

m

To

d

d

m

m

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

Months

B6**Latest disclosed accounts**

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

☐ Yes

Please indicate what documents have been disclosed

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

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

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3

Constitution

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input type="checkbox"/> 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
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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'	
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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 ❶	❶ This address will appear on the public record ❷ Please give a brief description of the company's business ❸ Please specify the amount of shares issued and the value
Building name/number	Corporation Service Company ✓	
Street	2711 Centerville Road, Suite 400	
Post town	City of Wilmington ✓	
County/Region	County of New Castle	
Postcode	D E 1 9 8 0 3	
Country	State of Delaware, United States ✓	
	Please give the objects of the company and the amount of issued share capital	
Objects of the company ❷	Nicotine products ✓	
Amount of issued share capital ❸	100 shares for \$1000 ✓	

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Part 4 Officers of the company

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

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

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

Continuation pages

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

Secretary

D1 Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	Sophie Louise Edmonds
Surname	Kerr ✓
Former name(s) ^②	

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address^③

Building name/number	1
Street	Water Street
Post town	London ✓
County/Region	
Postcode	W C 2 R 3 L A
Country	United Kingdom

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

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

Extent of authority	<input type="checkbox"/> Limited ^④ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤
If applicable, name(s) of person(s) with whom you are acting jointly	

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1	Corporate secretary details^①	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
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	
Where the company/firm is registered ^③		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)
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	
Legal form of the corporate body or firm		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.
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Corporate secretary's authority

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

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Director

F1	Director details ①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Frederico Pinto	
Surname	Monteiro	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	Brazilian	
Month/year of birth ④	X X 0 7 1 9 6 6	
Business occupation (if any) ⑤	Marketing Director	

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

F2	Director's service address ⑥	
Building name/number	1	
Street	Water Street	
Post town	London	
County/Region		
Postcode	W C 2 R 3 L A	
Country	United Kingdom	

⑥ 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

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ⑦ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		

⑦ 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

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate 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.gov.uk/companieshouse 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	

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G5

Corporate director's authority

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

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Director

F1	Director details ^①		
	Use this section to list all the directors of the company Please complete Sections F1-F5 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary		
Full forename(s)	Douglas James		① Corporate details Please use Sections G1-G5 to enter corporate director details ② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years ③ Country/State of residence This is in respect of your usual residential address as stated in Section F5 ④ Month and year of birth Please provide month and year only Provide full date of birth in section F4 ⑤ Business occupation If you have a business occupation, please enter here If you do not, please leave blank
Surname	Lafferty		
Former name(s) ^②			
Country/State of residence ^③	United Kingdom		
Nationality	British		
Month/year of birth ^④	<div>X X</div> <div>m0 m4</div> <div>y1 y9 y7 y8</div>		
Business occupation (if any) ^⑤			

F2	Director's service address ^⑥		
Building name/number	1		⑥ Service address This is the address that will appear on the public record This does not have to be your usual residential address If you provide your residential address here it will appear on the public record
Street	Water Street		
Post town	London		
County/Region			
Postcode	W C 2 R 2 P G		
Country	United Kingdom		

F3	Director's authority		
	Please enter the extent of your authority as director Please tick one box		
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		⑦ 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 ⑧ 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
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Director

F1	Director details ¹	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Donato	
Surname	Del Vecchio	
Former name(s) ²		
Country/State of residence ³	United Kingdom	
Nationality	British	
Month/year of birth ⁴	X X m1 m0 y1 y9 y7 y1	
Business occupation (if any) ⁵	Head of Legal and External Affairs, NGP	

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

2 Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

3 Country/State of residence
This is in respect of your usual residential address as stated in Section F5

4 Month and year of birth
Please provide month and year only. Provide full date of birth in section F4

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

F2	Director's service address ⁶	
Building name/number	1	
Street	Water Street	
Post town	London	
County/Region		
Postcode	W C 2 R 2 P G	
Country	United Kingdom	

6 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.

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸	
If applicable, name(s) of person(s) with whom you are acting jointly		

7 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.

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

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Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

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H4

Particulars of UK establishment ①

	Please enter the name and address of the UK establishment									
Name of establishment	Nicoventures U S Limited									
Building name/number	Globe House									
Street	1 Water Street									
Post town	London									
County/Region										
Postcode	W	C	2	R		3	L	A		
Country										
	Please give the date the establishment was opened and the business of the establishment									
Date establishment opened	0	8		0	7		2	0	1	5
Business carried on at the UK establishment	Nicotine & related products									

① Address

This is the address that will appear on the public record

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Part 6**Permanent representative**

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

J1**Permanent representative's details**

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

Continuation pages

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

Full forename(s)

Sophie Louise Edmonds

Surname

Kerr

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

Building name/number

1

Street

Water Street

Post town

London

County/Region

Postcode

W C 2 R 3 L A

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

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

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Part 7

Person authorised to accept service

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

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

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

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

K1

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

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

Continuation pages

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

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X *J Kerr* X

This form may be signed by

~~Director, Secretary, Permanent representative.~~

certified a true and accurate copy
of the original

J. Kerr.
Secretary

BYLAWS

NICOVENTURES U.S. LIMITED

ARTICLE I

Offices

1.1 *Registered Office.* The registered office shall be established and maintained at the office of Corporation Service Company, in the City of Wilmington, County of New Castle, in the State of Delaware, and said Corporation shall be the registered agent of the Corporation in charge thereof

1.2 *Other Offices.* The Corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE II

Meeting of Stockholders

2.1 *Annual Meetings* Annual meetings of stockholders for the election of directors and for such other proper business as shall come before the meeting, shall be held the first Monday in April of each year at 11:00 o'clock a.m., or at such time and date as determined by the Board of Directors by resolution, and at such place, either within or without the State of Delaware, as determined by the Board of Directors by resolution, and as set forth in the notice of the meeting.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the following Monday. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and may transact such other proper business as shall come before the meeting

2.2 *Special Meetings* Special meetings of the stockholders for any purpose or purposes may be called by the Secretary, or the President, or by resolution of the Board of Directors, and shall be called upon a requisition therefor delivered to the Secretary or the President signed by the holders of one-fourth (1/4) in number of the issued and outstanding shares of stock entitled to vote

Special meetings may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting

2.3 *Notice of Meetings.* Written notice, stating the place, date and time of the meeting, and in the case of a special meeting, the purpose thereof, shall be given to each stockholder entitled to vote thereat at his address as it appears on the records of the Corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting. No business other than that stated in the notice shall be transacted at any special meeting without the unanimous consent of all the stockholders entitled to vote

2 4 *Quorum* Except as otherwise required by law, or by these Bylaws, the presence, in person or by proxy, of stockholders holding a majority of the stock of the Corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until holders of the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which holders of the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed, but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof, unless a new record date shall have been set as provided for in Section 5 2

2 5 *Voting* Each stockholder entitled to vote in accordance with the provisions of these Bylaws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. All elections for directors shall be by ballot and shall be decided by plurality vote, all other questions shall be decided by majority vote except as otherwise provided by the laws of the State of Delaware

2 6 *Action Without Meeting* When the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the laws of the State of Delaware, or of these Bylaws, the meeting and vote of stockholders may be dispensed with, if all the stockholders who would have been entitled to vote upon the action if such meetings were held, shall consent in writing to such corporate action being taken

ARTICLE III

Directors

3 1 *Powers* The Board of Directors shall exercise all of the powers of the Corporation except such as are by law, or by these Bylaws, conferred upon or reserved to the stockholders

3 2 *Number and Term* The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. The number of directors, which shall be not less than two (2) nor more than ten (10), shall be determined at the annual election of directors by the stockholders entitled to vote or, in the intervals between annual elections, by vote of a majority of the directors then in office. Directors need not be stockholders

3 3 *Increase of Number* The number of directors may be increased by the affirmative vote of a majority of the directors, at any annual, regular or special meeting thereof, or, by the affirmative vote of holders of a majority of the stock entitled to vote, at any special meeting of stockholders called for that purpose or at any annual meeting, and by like vote of the directors or the stockholders the additional directors may be chosen at such directors' or stockholders' meeting, to hold office until the next annual election and until their successors are elected and qualify

3.4 *Removal* Any director or directors may be removed either with or without cause at any time by the affirmative vote of holders of a majority of the stock entitled to vote, at a special meeting of the stockholders called for that purpose, or by the affirmative vote of a majority of the directors at any annual, regular or special meeting thereof, and the vacancies thus created may be filled, by like vote of the stockholders, at the meeting held for the purpose of removal, or by like vote of the directors at any annual, regular or special meeting thereof

3.5 *Resignations* Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

3.6 *Vacancies* If the office of any director becomes vacant, the remaining directors in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

3.7 *Quorum* A majority of the whole Board of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

3.8 *Meetings* Regular meetings of the Board of Directors shall be held with such frequency and at such places and times as may be determined from time to time by the Board of Directors by resolution.

An annual meeting of the Board of Directors for the election of officers and, if provided for, of the Executive Committee, shall be held without notice immediately following the annual meeting of the stockholders.

Special meetings of the Board of Directors may be called by the Chairman of the Board, if that office is created and filled, the Secretary, or the President on prior notice to each director and shall be held at such place or places as shall be stated in the notice of the meeting.

3.9 *Action Without Meeting* Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board, or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or of such committee.

3.10 (a) *Executive Committee* The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate two (2) or more directors of the Corporation to constitute an Executive Committee to serve during the pleasure of the Board, provided that one of the directors designated to serve on the Executive Committee shall be the Chairman of the Board, or, if that office is not created and filled, the President. During the interval between the meetings of the Board of Directors, the Executive Committee shall possess

and may exercise all of the powers of the Board in the management and conduct of the business and affairs of the Corporation conferred by these Bylaws or otherwise, except as limited from time to time by resolution of the Board itself or by law.

The Chairman of the Board, or, if that office is not created and filled, the President and one other committee member, on the one hand, or a majority of the committee members, on the other, shall constitute a quorum. Vacancies in the Executive Committee shall be filled by the Board, but during the temporary absence of a member of the Executive Committee, the remaining members may appoint a member of the Board to act in his place.

(b) *Other Board Committees* The Board of Directors may by resolution or resolutions passed by a majority of the whole Board, designate one or more committees in addition to the Executive Committee, each such committee to consist of two (2) or more of the directors of the Corporation. Any such committee or committees shall have such duties and may exercise such powers as may lawfully be delegated to it or to them by resolution of the Board. Vacancies in such committees shall be filled by the Board. A majority of any committee shall constitute a quorum.

(c) *Committee Procedures* Any committee established by the Board under Sections 3 10(a) or 3 10 (b) of this ARTICLE III may adopt whatever rules and procedures it deems advisable save as the Board may by resolution fix such rules and procedures. Any such committee shall keep a record of all its proceedings and report the same to the Board. The Secretary of the Corporation or his designate shall serve as Secretary to any such committee at its request.

3 11 *Compensation* Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may, by resolution of the Board, be paid a fixed sum for attendance at each meeting of the Board or a stated salary for serving as a director. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE IV

Officers

4.1 *Officers* The officers of the Corporation shall be a President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors and who shall hold office until their successors are elected and qualified. In addition, the Board of Directors at any time and from time to time may elect a Chairman of the Board, a Vice Chairman of the Board, one or more Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Said officers shall have such authority, perform such duties and serve for such period of time as may be prescribed in these bylaws or from time to time by the Board of Directors. None of the officers of the Corporation need be directors. More than two offices may be held by the same person.

4 2 *Chairman of the Board* The Chairman of the Board, if that office is created and filled, shall be the chief executive officer of the Corporation and shall exercise general supervision and control over all of the business and other affairs of the Corporation. He shall

preside at all meetings of the stockholders and of the Board of Directors and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors. In the absence or inability to act of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties of the office of Chairman of the Board. If there be no Chairman of the Board or Vice Chairman of the Board, the President shall perform the duties of the office of Chairman of the Board and that office may remain vacant.

4.3 *Vice Chairman of the Board* The Vice Chairman of the Board, if that office is created and filled, shall have such powers and perform such duties as may be prescribed in these By-laws and as the Board of Directors may from time to time assign to him.

In the absence or inability to act of the Chairman of the Board, the Vice Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors and shall have general supervision, direction and control over all of the business and other affairs of the Corporation.

4.4 *President* Except as otherwise determined by the Board of Directors, the President shall be the chief operating officer of the Corporation in charge of the general and active management of its business and shall have and perform such other duties as may from time to time be assigned to him by the Board of Directors. If the President is also the Chairman and chief executive officer of the Corporation, the Board of Directors may designate any Vice President to be chief operating officer of the Corporation. In the absence or inability to act of the Chairman of the Board and Vice Chairman of the Board, the President shall act as chief executive officer, preside at all meetings of the stockholders and Board of Directors, and have general supervision, direction and control of the business and other affairs of the Corporation. If the President is also absent or unable to act and the Board of Directors has designated another officer of the Corporation to perform the duties of chief operating officer, then that officer shall act as chief executive officer and preside at all meetings of the stockholders and of the Board of Directors, and shall have general supervision, direction and control of the business and other affairs of the Corporation. If there be no Chairman of the Board or Vice Chairman of the Board, the President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in that office.

4.5 *Vice President.* The Vice President, if such office is created and filled, or, if there be more than one, the Vice Presidents, in the order of their seniority or in any other order determined by the Board of Directors, shall, in the absence or inability to act of the President, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties as may be prescribed in these By-laws and as the Board of Directors or the President may from time to time prescribe.

4.6 *Treasurer* The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse and take proper vouchers for such disbursement of the funds of the Corporation as may be ordered by the Board of Directors, the Chairman of the Board, the Vice Chairman of the Board, the President or, in the absence or inability to act of all of the foregoing, the chief operating officer. He shall render to the Chairman of the Board, the Vice Chairman of the Board, the President, the chief operating officer or the Board of Directors at any regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as Treasurer. If required by the Board of Directors, he shall give the Corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board shall prescribe.

4 7 *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of stockholders and of the Board of Directors, and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the Chairman of the Board, the Vice Chairman of the Board, the President or the chief operating officer, or by the directors, or stockholders, upon whose requisition the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of the stockholders and of the Board of Directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the Board of Directors, the Chairman of the Board, the Vice Chairman of the Board, the President or the chief operating officer.

4 8 *Other Officers and Agents.* The Board of Directors may elect such other officers, including functional officers, and agents, as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

ARTICLE V Miscellaneous

5 1 *Certificates of Stock.* Shares may, but need not, be represented by certificates. Any such certificate of stock shall be signed by the President or any Vice President, and by the Secretary or any Assistant Secretary, and shall certify the number of shares owned by the stockholder to whom they are issued. If certificates are issued, they shall be in such form as shall be approved by the Board of Directors.

5 2 *Stockholders Record Date.* In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting or entitled to receive payment of any dividend or other distribution or allotment of any right, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

5 3 *Seal* The Corporation may by resolution of the Board of directors, but is not required to, adopt a corporate seal for the Corporation. The corporate seal shall be in such form and of such content as the Board of Directors shall from time to time determine. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

5 4 *Fiscal Year.* The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

5 5 *Checks.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

5 6 *Notice and Waiver of Notice.* Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the Corporation, or by facsimile or electronic transmission, and such notice shall be deemed to have been given on the day of such mailing or facsimile or electronic transmission, as applicable. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by the laws of the State of Delaware.

Whenever any notice whatever is required to be given under the provisions of any law, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI

Amendments

These Bylaws may be altered or repealed and Bylaws may be made at any annual or special meeting of stockholders, by a vote of holders of a majority of the stock entitled to vote, or at any regular or special meeting of the Board of Directors by a majority of the directors present at the meeting, a quorum being present.



**BRITISH AMERICAN
TOBACCO**

1.60.

SAME DAY REGISTRATION DESK

The Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

Globe House
4 Temple Place
London WC2R 2PG
United Kingdom

Tel +44 (0)20 7845 1000
Fax +44 (0)20 7240 0555
www.bat.com

11th December 2015

Dear Sirs,

British American Tobacco Global Travel Retail Limited
Nicoventures U.S. Limited

Please find enclosed the following forms for the incorporation and for the registration of the above companies

British American Tobacco Global Travel Retail Limited

- 1 IN01 for the Incorporation
- 2 Articles of Association
- 3 Memorandum of association

Nicoventures U.S. Limited

- 1 OSIN01 for the registration of a UK establishment
- 2 Certified bylaws of the Company

I also enclose a cheque of £200 for which includes the £100 fee for the same day incorporation of British American Tobacco Global Travel Retail Limited and £100 fee for the same day registration of a UK establishment

Yours faithfully,

Sophie Kerr
Assistant Company Secretary
Enc



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032956

UK Establishment No. BR018039

The Registrar of Companies hereby certifies that

NICOVENTURES U.S. LIMITED

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 **11th December 2015**.



Companies House



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

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

Company name
British American Tobacco

Address
Globe House

4 Temple Place

Post town
London

County/Region

Postcode
W C 2 R 2 P G

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 and day of birth.

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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