FC 034617

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.

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LD1 14/09/2017 #70
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 ch[ange] the details of an existing comp[any] officer or establishment.

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶

Liberty Specialty Markets Europe S.à.r.l.

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

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.gov.uk/companieshouse

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	Private Limited Company
Country of incorporation *	Grand Duchy of Luxembourg
Identity of register in which it is registered ❹	Registre de Commerce et des Sociétés
Registration number in that register	B 2 1 6 1 9 9

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 law❺	

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**.

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.

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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.gov.uk/companieshouse

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.

OS IN01

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-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Nigel James
Surname	Davenport
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m1 y1 y9 y7 y5
Business occupation (if any) ❺	Group General Counsel

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

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

❻ **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
- ☑ Limited ❼
- ☐ Unlimited

Description of limited authority, if applicable: to the extent provided by the Articles of Association of the Company as they apply to 'Class A Managers'

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

- ☐ Alone
- ☑ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

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-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Fernand
Surname	Grulms
Former name(s) ❷	
Country/State of residence ❸	Luxembourg
Nationality	Luxembourg
Month/year of birth ❹	X X m0 m4 y1 y9 y6 y0
Business occupation (if any) ❺	Independent Director

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

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

❻ **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

☑ Limited ❼
☐ Unlimited

Description of limited authority, if applicable: to the extent provided by the Articles of Association of the Company as they apply to 'Class B Managers'

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

☐ Alone
☑ Jointly ❽

If applicable, name(s) of person(s) with whom you are acting jointly: Nigel Davenport, John Dunn, Matthew Moore, or Nicholas Metcalf

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

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-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	John Anthony Roberts
Surname	Dunn
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m1 m2 y1 y9 y6 y7
Business occupation (if any) ❺	Company Director

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

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

❻ **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

☑ Limited ❼

☐ Unlimited

Description of limited authority, if applicable: to the extent provided by the Articles of Association of the Company as they apply to 'Class A Managers'

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

☐ Alone

☑ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

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-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Matthew
Surname	Moore
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m2 y1 y9 y7 y4
Business occupation (if any) ❺	Company Director

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

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

❻ **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

☑ Limited ❼
☐ Unlimited

Description of limited authority, if applicable: to the extent provided by the Articles of Association of the Company as they apply to 'Class A Managers'

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

☐ Alone
☑ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

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-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Nicholas John
Surname	Metcalf
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m1 m2 y1 y9 y5 y6
Business occupation (if any) ❺	Company Director

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

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

❻ **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

☑ Limited ❼

☐ Unlimited

Description of limited authority, if applicable: to the extent provided by the Articles of Association of the Company as they apply to 'Class A Managers'

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

☐ Alone

☑ Jointly ❽

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

❼ 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.

❽ 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.gov.uk/companieshouse

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

H3 Delivery of accounts and reports

This section **must** be completed. 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.

H4 Particulars of UK establishment ❶

You **must** enter the name and address of the UK establishment.

Name of establishment	Liberty Specialty Markets Europe S.à.r.l., UK
Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

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

Date establishment opened	d0 d7 m0 m9 y2 y0 y1 y7
Business carried on at the UK establishment	Carrying out the current corporate purpose of the Company (the holding of participations in any form whatsoever - Article 2.1). The Company's corporate purpose will be updated to "non-life insurance and reinsurance activities" once listed in Luxembourg, as will the branch's purpose/activities.

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

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)	Nigel James
Surname	Davenport

J2 Permanent representative's service address ❶

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	EC3M 3AW
Country	United Kingdom

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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1 Permanent representative's details

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

Full forename(s)	Matthew
Surname	Moore

J2 Permanent representative's service address ❶

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1 Permanent representative's details

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

Full forename(s)	John Anthony Roberts
Surname	Dunn

J2 Permanent representative's service address ❶

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	E C 3 M 3 A W
Country	United Kingdom

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)	Nigel James
Surname	Davenport

K2 Service address of person authorised to accept service ❶

Building name/number	20
Street	Fenchurch Street
Post town	London
County/Region	Greater London
Postcode	EC3M 3AW
Country	United Kingdom

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.

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	Bethan Mackey
Company name	DLA Piper UK LLP
Address	3 Noble Street
Post town	London
County/Region	Greater London
Postcode	E C 2 V 7 E E
Country	United Kingdom
DX	
Telephone	0870 011 1111

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

I, THE UNDERSIGNED NIGEL DAVENPORT, IN MY CAPACITY AS 'GÉRANT' (DIRECTOR) OF LIBERTY SPECIALTY MARKETS EUROPE S.À R.L., CONFIRM THAT THIS IS A TRUE COPY OF THE ORIGINAL DOCUMENT.

NIGEL DAVENPORT (DIRECTOR)
LONDON, 11 SEPTEMBER 2017

Liberty Specialty Markets Europe S.à r.l.
RCS Luxembourg B 216199
Société à responsabilité limitée
Siège social: 6, rue Eugène Ruppert, L-2453 Luxembourg

ASSEMBLEE GENERALE EXTRAORDINAIRE
du 8 septembre 2017 Numéro /2017

In the year two thousand seventeen on the eighth day of September.

Before us, Maître Marc Loesch, notary residing in Mondorf-les-Bains, Grand Duchy of Luxembourg,

There appeared:

Liberty UK and Europe Holdings Limited, a private limited company existing under the laws of England and Wales, having its registered office at 20 Fenchurch Street, EC3M 3AW London, United Kingdom, registered with the Companies' House under number 07062171,

here represented by Mr Chris Oberhag, professionally residing in Mondorf-les-Bains,

by virtue of a proxy under private seal, with power of substitution, given on 7 September 2017.

The said proxy, initialled *ne varietur* by the proxyholder of the appearing party and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing party represents the entire share capital of **Liberty Specialty Markets Europe S.à r.l.** (the "**Company**"), a *société à responsabilité limitée*, having its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 216199 incorporated pursuant to a deed of the undersigned notary, on 6 July 2017, published on the *Recueil* *électronique des sociétés et associations* under reference RESA_2017_167.978 on 13 July 2017. The articles of association have not been amended since.

The appearing party representing the entire share capital declares having waived any notice requirement, the formation of a board of the meeting (bureau) and of an attendance list, and may therefore validly deliberate on all the items of the following agenda:

AGENDA

1. Change of the corporate purpose of the Company and subsequent amendment of article 2 of the articles of association of the Company which shall henceforth read as follows:

"***Article 2 Purpose***

2.1 The purpose of the Company is to carry out, for its own account and/or on behalf of third parties, any kind of insurance and reinsurance agency activities within the meaning of the applicable laws and regulations, either in the Grand Duchy of Luxembourg or abroad, via one or several duly authorised natural persons, as well as any commercial, industrial, financial, real estate or intellectual property activities or other activities that are directly linked to such purpose and which facilitate or promote its accomplishment in accordance with the applicable laws and regulations.

2.2 In accordance with and within the limits of applicable laws and regulations and Article 2.1 hereabove:

- The purpose of the Company is also the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.

- The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure obligations of, companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.

- The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.

- The Company may establish branches or other offices either in the Grand

Duchy of Luxembourg or abroad."

2. Full restatement of the articles of association of the Company.

3. Miscellaneous.

Having duly considered each item on the agenda, the sole shareholder takes, and requires the undersigned notary to enact, the following resolutions:

First resolution

The sole shareholder decides to change the corporate purpose of the Company and subsequently amend article 2 of the articles of association of the Company which shall henceforth read as follows:

"***Article 2 Purpose***

2.1 The purpose of the Company is to carry out, for its own account and/or on behalf of third parties, any kind of insurance and reinsurance agency activities within the meaning of the applicable laws and regulations, either in the Grand Duchy of Luxembourg or abroad, via one or several duly authorised natural persons, as well as any commercial, industrial, financial, real estate or intellectual property activities or other activities that are directly linked to such purpose and which facilitate or promote its accomplishment in accordance with the applicable laws and regulations.

2.2 In accordance with and within the limits of applicable laws and regulations and Article 2.1 hereabove:

- The purpose of the Company is also the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.

- The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure obligations of, companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.

- The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.

- The Company may establish branches or other offices either in the Grand Duchy of Luxembourg or abroad."

Second resolution

As a consequence, the sole shareholder decides to fully restate the articles of association of the Company which shall henceforth read as follows:

"

A. NAME - PURPOSE - DURATION - REGISTERED OFFICE

Article 1Name – Legal form

There exists a private limited company (société à responsabilité limitée) under the name ***Liberty Specialty Markets Europe S.à r.l.*** *(hereinafter the "****Company****") which shall be governed by the law of 10 August 1915 on commercial companies, as amended (the "****Law****"), as well as by the present articles of association.*

Article 2Purpose

2.1 The purpose of the Company is to carry out, for its own account and/or on behalf of third parties, any kind of insurance and reinsurance agency activities within the meaning of the applicable laws and regulations, either in the Grand Duchy of Luxembourg or abroad, via one or several duly authorised natural persons, as well as any commercial, industrial, financial, real estate or intellectual property activities or other activities that are directly linked to such purpose and which facilitate or promote its accomplishment in accordance with the applicable laws and regulations.

2.2 In accordance with and within the limits of applicable laws and regulations and Article 2.1 hereabove:

- *The purpose of the Company is also the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.*

- *The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure obligations of, companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.*

- *The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.*
- *The Company may establish branches or other offices either in the Grand Duchy of Luxembourg or abroad.*

Article 3Duration

3.1 The Company is incorporated for an unlimited period of time.

3.2 It may be dissolved at any time by a resolution of the general meeting of shareholders adopted by half of the shareholders representing three quarters of the share capital at least.

Article 4Registered office

4.1 The registered office of the Company is established in the City of Luxembourg, Grand Duchy of Luxembourg.

4.2 The board of managers may transfer the registered office of the Company within the same municipality or to any other municipality in the Grand Duchy of Luxembourg and, if necessary, subsequently amend these articles of association to reflect such change of registered office. In the case of a sole shareholder, the transfer of the registered office of the Company to another municipality in the Grand Duchy of Luxembourg requires a decision of the sole shareholder.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers.

4.4 In the event that the board of managers determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding the temporary transfer of its registered office, shall remain a Luxembourg company.

B. <u>SHARE CAPITAL - SHARES</u>

Article 5Share capital

5.1 The Company's share capital is set at twelve thousand euro (EUR 12,000), represented by twelve thousand (12,000) shares with a nominal value *of one euro (EUR 1) each.*

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

5.3 The Company may repurchase its own shares subject to the provisions of the Law.

5.4 The board of managers is authorised to cancel shares held in treasury and to proceed with the corresponding share capital reduction.

Article 6Shares - Transfer of shares

6.1 The Company may have one or several shareholders, with a maximum of one hundred (100) shareholders. In the event that the number of shareholders of the Company exceeds one hundred (100) for any reason, the Company shall have a period of one (1) year from the date on which such limit was exceeded to convert into a company of another legal form.

Death, suspension of civil rights, dissolution, bankruptcy or insolvency or any other similar event regarding any of the shareholders shall not cause the dissolution of the Company.

6.2 The shares of the Company are in registered form.

6.3 A register of shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates evidencing registrations made in the register with respect to a shareholder may be issued upon request and at the expense of such shareholder.

6.4 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share, except for relevant information rights, until such representative has been appointed.

6.5 The shares are freely transferable among shareholders.

6.6 Inter vivos, the shares may only be transferred to third party transferees subject to the prior approval of such transfer given by shareholders holding at least half of all the shares in issue.

6.7 If a shareholder intends to transfer one or more shares to a third party transferee, such transferring shareholder must send a notice to the

Company with all relevant details of the proposed transfer, including the identity of the transferee, the conditions applicable to the transfer (if any) and the transfer price.

6.8 If the proposed transfer is not approved by the shareholders of the Company in accordance with article 6.6, the shareholders may, within three (3) months from the date of the refusal, acquire the shares on an equal treatment basis (unless otherwise agreed between them) or procure the acquisition of the share(s), at a price determined in accordance with article 6.10, except if the transferring shareholder decides to forego the transfer. Upon request of the board of managers, the three-month period can be extended by the president of the chamber of the district court of Luxembourg dealing with commercial matters and sitting as in summary proceedings, it being understood that such extension shall not exceed six (6) months.

6.9 To the extent that the shareholders have not proposed to acquire the shares, the Company may, within the same timeframe and with the consent of the transferring shareholder, decide to (i) reduce its share capital by an amount corresponding to the aggregate nominal value of the relevant shares and (ii) repurchase and cancel such shares at a price determined in accordance with article 6.10.

6.10 For the purposes of articles 6.8 and 6.9, the transfer price or redemption price shall correspond to the fair market value of the shares as determined in good faith by the board of managers.

6.11 If, following the expiry of the aforementioned period, neither the existing shareholders nor the Company have acquired or redeemed the shares, the transferring shareholder may freely sell his shares to the proposed new shareholder(s) at the transfer price and conditions that were notified to the Company.

6.12 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

6.13 In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the remaining shareholders holding at least half of the shares owned *by the remaining shareholders. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse.*

C. DECISIONS OF THE SHAREHOLDERS

Article 7Collective decisions of the shareholders

7.1 The general meeting of shareholders is vested with the powers expressly reserved to it by the Law and by these articles of association.

7.2 Each shareholder may participate in collective decisions irrespective of the number of shares which he owns.

7.3 In case and as long as the Company has not more than sixty (60) shareholders, collective decisions may be validly adopted by means of written resolutions, except in case of proposed amendments to these articles of association. To this effect, each shareholder shall receive the full text of the resolutions to be adopted and shall cast his vote in writing.

7.4 In the case of a sole shareholder, such shareholder shall exercise the powers granted to the general meeting of shareholders under the provisions of section XII of the Law and by these articles of association. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder.

Article 8General meetings of shareholders

8.1 In case the Company has more than sixty (60) shareholders, at least one general meeting of shareholders shall be held within six (6) months of the end of each financial year in the Grand Duchy of Luxembourg at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting. Other meetings of shareholders may be held at such place and time as may be specified in the respective convening notices of meeting.

8.2 If all of the shareholders are present or represented at a general meeting of shareholders and have waived any convening requirements, the meeting may be held without prior notice.

8.3 Shareholders taking part in a meeting by conference call, through video conference or by any other means of communication allowing for their identification, allowing all persons taking part in the meeting to hear one *another on a continuous basis and allowing for an effective participation of all such persons in the meeting, are deemed to be present for the computation of the quorums and votes, subject to such means of communication being made available at the place of the meeting. In such case, at least one (1) shareholder or his proxyholder shall be physically present at the registered office of the Company.*

8.4 Each shareholder may vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposals submitted to the shareholders, as well as for each proposal three boxes allowing the shareholder to vote in favour thereof, against, or abstain from voting by ticking the appropriate box.

8.5 Voting forms which, for a proposed resolution, do not show (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting to which they relate.

8.6 The board of managers may determine further conditions that must be fulfilled by the shareholders for them to take part in any general meeting of shareholders.

8.7 An attendance list must be kept at all general meetings of shareholders.

Article 9Quorum, majority and vote

9.1 Each share entitles to one vote in general meetings of shareholders.

9.2 The board of managers may suspend the voting rights of any shareholder in breach of his obligations as described by these articles of association or any relevant contractual arrangement entered into by such shareholder.

9.3 A shareholder may individually decide not to exercise, temporarily or permanently, all or part of his voting rights. The waiving shareholder is bound by such waiver and the waiver is mandatory for the Company upon notification to the latter.

9.4 In case the voting rights of one or several shareholders are suspended in accordance with article 9.2 or the exercise of the voting rights has been waived by one or several shareholders in accordance with article 9.3, such shareholders are entitled to receive written shareholders' resolutions (for information purposes only) and may attend any general meeting of the Company but the shares they hold are not taken into account for the determination of the conditions of quorum and majority to be complied with at the general meetings of the Company or to determine if written resolutions have been validly adopted.

9.5 In the case of a sole shareholder, articles 9.2 to 9.4 are not applicable.

9.6 Save for more stringent provisions in these articles of association or the Law, collective decisions of the shareholders are only validly taken in so far as they are adopted by shareholders holding more than half of the share capital. If this majority is not reached at a first meeting or proposed written resolution, the shareholders shall be convened or consulted a second time by registered letter with the same agenda and decisions are adopted in so far as they are adopted by a majority of the votes validly cast irrespective of the portion of the share capital represented.

Article 10 Amendments of the articles of association

Any amendment of the articles of association requires the approval of shareholders representing three quarters of the share capital at least as provided for in article 7.

Article 11 Change of nationality

The shareholders may change the nationality of the Company by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

D. <u>MANAGEMENT</u>

Article 12 Composition and powers of the board of managers

12.1 The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

12.2 If the Company is managed by a sole manager, to the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as a reference to the "sole *manager".*

12.3 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders.

Article 13 Daily management

The daily management of the Company as well as the representation of the Company in relation to such daily management may be delegated to one or more managers, officers or other agents, acting individually or jointly. Their appointment, removal and powers shall be determined by a resolution of the board of managers.

Article 14 Appointment, removal and term of office of managers

*14.1 The manager(s) shall be appointed by the shareholders which shall determine their remuneration and term of office. The general meeting of shareholders may decide to appoint managers of different classes, namely class A managers (the "**Class A Managers**") and class B managers (the "**Class B Managers**"). Any reference made hereinafter to the "managers" shall be construed as a reference to the Class A Managers and/or the Class B Managers, depending on the context and as applicable.*

14.2 The managers shall be appointed and may be removed from office at any time, with or without cause, by a collective decision of the shareholders.

Article 15 Convening meetings of the board of managers

15.1 The board of managers shall meet upon call by any manager. The meetings of the board of managers shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

15.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of consent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior *resolution adopted by the board of managers which has been communicated to all managers.*

15.3 No prior notice shall be required in case all managers are present or represented at a board meeting and waive any convening requirement or in the case of resolutions in writing approved and signed by all members of the board of managers.

Article 16 Conduct of meetings of the board of managers

16.1 The board of managers may elect a chairman from among its members. It may also choose a secretary, who does not need to be a manager and who shall be responsible for keeping the minutes of the meetings of the board of managers.

16.2 The chairman, if any, shall chair all meetings of the board of managers but, in his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority of managers present or represented at any such meeting.

16.3 Any manager may act at any meeting of the board of managers by appointing another manager as his proxy in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A manager may represent one or more but not all of the other managers.

16.4 Meetings of the board of managers may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis, allowing an effective participation in the meeting. Participation in a meeting by these means is equivalent to participation in person at such meeting.

16.5 The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers. In the event the general meeting of shareholders has appointed different classes of managers, the board of managers may deliberate or act validly only if at least one (1) Class A Manager and one (1) Class B Manager is present or represented at the meeting.

16.6 Decisions shall be taken by a majority vote of the managers present or represented at such meeting. In the event the general meeting of *shareholders has appointed different classes of managers, decisions shall be taken by a majority of the managers present or represented including at least one (1) Class A Manager and one (1) Class B Manager. The chairman, if any, shall not have a casting vote.*

16.7 The board of managers may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

Article 17 Conflicts of interests

17.1 Save as otherwise provided by the Law, any manager who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the competence of the board of managers, must inform the board of managers of such conflict of interest and must have his declaration recorded in the minutes of the board meeting. The relevant manager may not take part in the discussions relating to such transaction nor vote on such transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.

17.2 Where the Company comprises a single manager, transactions made between the Company and the manager having an interest conflicting with that of the Company are specifically mentioned in the resolution of the sole manager.

17.3 Where, by reason of a conflicting interest, the number of managers required in order to validly deliberate is not met, the board of managers may decide to submit the decision on this specific item to the general meeting of shareholders.

17.4 The conflict of interest rules shall not apply where the decision of the board of managers or the sole manager relates to day-to-day transactions entered into under normal conditions.

Article 18 Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager

18.1 The minutes of any meeting of the board of managers shall be *signed (i) by the chairman, if any or in his absence by the chairman pro tempore, and the secretary (if any), or (ii) any two (2) managers or, by one (1) Class A Manager and one (1) Class B Manager if applicable. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by two (2) managers or, by one (1) Class A Manager and one (1) Class B Manager if applicable.*

18.2 Decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager.

Article 19 Dealing with third parties

19.1 The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or if the Company has several managers, by the joint signature of any two (2) managers, or by the joint signature of one (1) Class A Manager and one (1) Class B Manager if applicable, or (ii) by the joint signature or the sole signature of any persons to whom such signatory power may have been delegated by the board of managers within the limits of such delegation.

19.2 Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any persons to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegation.

E. <u>AUDIT AND SUPERVISION</u>

Article 20 Auditor(s)

20.1 In case and as long as the Company has more than sixty (60) shareholders, the transactions of the Company shall be supervised by one or several statutory auditors (commissaires). The general meeting of shareholders shall appoint the statutory auditor(s) and shall determine their term of office.

20.2 A statutory auditor may be removed at any time, without notice and with or without cause by the general meeting of shareholders.

20.3 The statutory auditor has an unlimited right of permanent supervision and control of all transactions of the Company.

20.4 If the shareholders of the Company appoint one or more independent auditors (réviseurs d'entreprises agréés) in accordance with article

69 of the law of 19 December 2002 regarding the trade and companies register and the accounting and annual accounts of undertakings, as amended, the institution of statutory auditor(s) is no longer required.

20.5 An independent auditor may only be removed by the general meeting of shareholders for cause or with his approval.

F. FINANCIAL YEAR – ANNUAL ACCOUNTS – ALLOCATION OF PROFITS – INTERIM DIVIDENDS

Article 21 Financial year

The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year.

Article 22 Annual accounts and allocation of profits

22.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

22.2 Of the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to ten per cent (10%) of the share capital of the Company.

22.3 Sums contributed to a reserve of the Company may also be allocated to the legal reserve.

22.4 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

22.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's profits shall be used in accordance with the Law and these articles of association.

22.6 Distributions shall be made to the shareholders in proportion to the number of shares they hold in the Company.

Article 23 Interim dividends - Share premium and assimilated premiums

23.1 The board of managers may proceed with the payment of interim dividends subject to the provisions of the Law.

23.2 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholders subject to the provisions of the Law and these articles of association.

G. LIQUIDATION

Article 24 Liquidation

24.1 In the event of dissolution of the Company in accordance with article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of shareholders deciding on such dissolution and which shall determine their powers and their remuneration. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

24.2 The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them.

H. FINAL CLAUSE - GOVERNING LAW

Article 25 Governing law

All matters not governed by these articles of association shall be determined in accordance with the Law."

Costs and Expenses

The costs, expenses, fees and charges of any kind which shall be borne by the Company as a result of this deed are estimated at one thousand six hundred euro (EUR 1,600.-).

STATEMENT

The undersigned notary who understands and speaks English, states herewith that on request of the appearing party, this deed is worded in English followed by a French translation; on the request of the same appearing party and in case of discrepancy between the English and the French texts, the English version shall prevail.

Whereof the present notarial deed was drawn up in Mondorf-les-Bains, on the day specified at the beginning of this document.

The document having been read to the proxyholder of the appearing party, known to the notary by name, first name and residence, the said proxyholder of the appearing party signed together with the notary the present deed.

Suit la traduction en français du texte qui précède

L'an deux mille dix-sept, le huitième jour du mois de septembre.

Par-devant nous, Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg,

A comparu :

Liberty UK and Europe Holdings Limited, une société à responsabilité limitée régie par les lois d'Angleterre et du Pays de Galles, immatriculée auprès du *Companies' House* sous le numéro 07062171, ayant son siège social au 20 Fenchurch Street, EC3M 3AW Londres, Royaume-Uni,

ici représentée par Monsieur Chris Oberhag, demeurant professionnellement à Mondorf-les-Bains,

en vertu d'une procuration sous seing privée, avec pouvoirs de substitution, donnée le 7 septembre 2017.

Ladite procuration, paraphée *ne varietur* par le mandataire de la partie comparante et par le notaire, restera annexée au présent acte pour être soumise avec lui aux formalités d'enregistrement.

La partie comparante représente l'intégralité du capital social de **Liberty Specialty Markets Europe S.à r.l.** (la "**Société**"), une société à responsabilité limitée, ayant son siège social 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 216199, constituée selon acte reçu par le notaire soussigné, en date du 6 juillet 2017, publié au Recueil électronique des sociétés et associations sous la référence RESA_2017_167.978, en date du 13 juillet 2017. Les statuts n'ont pas été modifiés depuis lors.

La partie comparante représentant l'intégralité du capital social déclare avoir renoncé à toute formalité de convocation, à la formation du bureau de l'assemblée ainsi qu'à une liste de présence. La partie comparante peut valablement délibérer sur tous les points figurant à l'ordre du jour suivant :

<u>ORDRE DU JOUR</u>

1. Changement de l'objet social de la Société et modification subséquente de l'article 2 des statuts de la Société qui aura désormais la teneur suivante :

« ***Article 2 Objet social***

2.1 L'objet social de la Société est de réaliser, pour son propre *compte et/ou pour le compte de tiers, toute activité d'intermédiation en assurance et en réassurance au sens des lois et règlements applicables, que ce soit au Grand-Duché de Luxembourg ou à l'étranger, par une ou plusieurs personnes physiques dûment autorisées, ainsi que toute activité de nature commerciale, industrielle, financière, immobilière ou de propriété intellectuelle ou d'autres activités directement liées à un tel objet et qui facilitent ou favorisent son accomplissement conformément aux lois et règlements en vigueur.*

2.2 Conformément et dans les limites des lois et règlements applicables et de l'article 2.1 ci-dessus :

- L'objet de la Société est également la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations.

- La Société peut également accorder des prêts, ainsi que des garanties, des sûretés, au profit de tiers afin de garantir l'exécution d'obligations des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société, ou assister ces sociétés de toute autre manière.

- La Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type.

- La Société peut établir des succursales ou d'autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger. »

2. Refonte totale des statuts de la Société.

3. Divers.

Après avoir dûment examiné chaque point figurant à l'ordre du jour, l'associé unique adopte et requiert le notaire instrumentant d'acter, les résolutions suivantes :

Première résolution :

L'associé unique décide de changer l'objet social de la Société et par conséquent de modifier l'article 2 des statuts de la Société qui aura désormais la teneur suivante :

« *Article 2* **Objet social**

2.1 L'objet social de la Société est de réaliser, pour son propre compte et/ou pour le compte de tiers, toute activité d'intermédiation en assurance et en réassurance au sens des lois et règlements applicables, que ce soit au Grand-Duché de Luxembourg ou à l'étranger, par une ou plusieurs personnes physiques dûment autorisées, ainsi que toute activité de nature commerciale, industrielle, financière, immobilière ou de propriété intellectuelle ou d'autres activités directement liées à un tel objet et qui facilitent ou favorisent son accomplissement conformément aux lois et règlements en vigueur.

2.2 Conformément et dans les limites des lois et règlements applicables et de l'article 2.1 ci-dessus :

- L'objet de la Société est également la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations.

- La Société peut également accorder des prêts, ainsi que des garanties, des sûretés, au profit de tiers afin de garantir l'exécution d'obligations des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société, ou assister ces sociétés de toute autre manière.

- La Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type.

- La Société peut établir des succursales ou d'autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger. »

Seconde résolution

L'associé unique décide de refondre totalement les statuts de la Société qui auront désormais la teneur suivante :

«

A. DENOMINATION - OBJET SOCIAL - DURÉE - SIÈGE SOCIAL

Article 1Dénomination - Forme

*Il existe une société à responsabilité limitée sous la dénomination « **Liberty Specialty Markets Europe S.à r.l.** » (ci-après la « **Société** ») qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la « **Loi** »), ainsi que par les présents statuts.*

Article 2Objet social

2.1 L'objet social de la Société est de réaliser, pour son propre compte et/ou pour le compte de tiers, toute activité d'agence en assurance et en réassurance au sens des lois et règlements applicables, que ce soit au Grand-Duché de Luxembourg ou à l'étranger, par une ou plusieurs personnes physiques dûment autorisées, ainsi que toute activité de nature commerciale, industrielle, financière, immobilière ou de propriété intellectuelle ou d'autres activités directement liées à un tel objet et qui facilitent ou favorisent son accomplissement conformément aux lois et règlements en vigueur.

2.2 Conformément et dans les limites des lois et règlements applicables et de l'article 2.1 ci-dessus :

- L'objet de la Société est également la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations.

- La Société peut également accorder des prêts, ainsi que des garanties, des sûretés, au profit de tiers afin de garantir l'exécution d'obligations des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société, ou assister ces sociétés de toute autre manière.

- La Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type.

- La Société peut établir des succursales ou d'autres bureaux tant au

Grand-Duché de Luxembourg qu'à l'étranger.

Article 3Durée

3.1 La Société est constituée pour une durée illimitée.

3.2 Elle peut être dissoute à tout moment par une décision de l'assemblée générale des associés adoptée avec l'assentiment de la moitié des associés possédant les trois quarts de l'avoir social au moins.

Article 4Siège social

4.1 Le siège social de la Société est établi dans la Ville de Luxembourg, Grand-Duché de Luxembourg.

4.2. Le conseil de gérance peut transférer le siège social de la Société au sein de la même commune ou dans toute autre commune du Grand-Duché de Luxembourg et modifier, si nécessaire, ces statuts afin de refléter le changement de siège social. En cas d'associé unique, le transfert de siège social dans toute autre commune du Grand-Duché de Luxembourg requiert une décision de l'associé unique.

4.3 Des succursales ou bureaux peuvent être créés, tant au Grand-Duché de Luxembourg qu'à l'étranger, par décision du conseil de gérance.

4.4 Dans l'hypothèse où le conseil de gérance estimerait que des événements exceptionnels d'ordre politique, économique ou social ou des catastrophes naturelles se sont produits ou seraient imminents, de nature à interférer avec l'activité normale de la Société à son siège social, il pourra transférer provisoirement le siège social à l'étranger jusqu'à la cessation complète de ces circonstances exceptionnelles ; ces mesures provisoires n'auront toutefois aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire, restera luxembourgeoise.

B. <u>CAPITAL SOCIAL – PARTS SOCIALES</u>

Article 5Capital social

5.1 Le capital social de la Société est fixé à douze mille euros (EUR 12.000), représenté par douze mille (12.000) parts sociales ayant une valeur nominale d'un euro (EUR 1) chacune.

5.2 Le capital social de la Société peut être augmenté ou réduit par une décision de l'assemblée générale des associés de la Société, adoptée selon les conditions requises pour la modification des présents statuts.

5.3 La Société peut racheter ses propres parts sociales aux *conditions prévues par la Loi.*

5.4 Le conseil de gérance est autorisé à annuler des parts sociales rachetées par la Société et à décider d'une réduction de capital social afférente.

Article 6Parts sociales - Transfert des parts sociales

6.1 La Société peut avoir un ou plusieurs associés sans excéder la limite de cent (100) associés. Au cas où le nombre des associés vient à dépasser la limite de cent (100) pour quelque raison que ce soit, la Société devra dans un délai d'un (1) an à compter du dépassement de la limite, être transformée en une société revêtant une autre forme sociale.

Le décès, la suspension des droits civils, la dissolution, la liquidation, la faillite ou l'insolvabilité ou tout autre événement similaire d'un des associés n'entraînera pas la dissolution de la Société.

6.2 Les parts sociales de la Société sont nominatives.

6.3 Un registre des parts sociales est tenu au siège social de la Société où il est mis à disposition de chaque associé pour consultation. Ce registre contient toutes les informations requises par la Loi. Des certificats attestant des inscriptions faites dans le registre concernant un associé peuvent être émis sur demande et aux frais de cet associé.

6.4 La Société ne reconnaît qu'un seul titulaire par part sociale. Les copropriétaires indivis nommeront un représentant unique qui les représentera vis-à-vis de la Société. La Société a le droit de suspendre l'exercice de tous les droits relatifs à cette part sociale, à l'exception du droit à l'information, jusqu'à ce qu'un tel représentant ait été désigné.

6.5 Les parts sociales sont librement cessibles entre associés.

6.6 Inter vivos, les parts sociales seront uniquement cessibles à des tiers sous réserve qu'une telle cession ait été approuvée préalablement par des associés représentant au moins la moitié des parts sociales.

6.7 Lorsqu'un associé envisage de céder une ou plusieurs parts sociales à un tiers, l'associé cédant doit envoyer une notification à la Société contenant les éléments de la cession envisagée, y compris l'identité du cessionnaire, les conditions applicables à la cession (le cas échéant) et le prix de cession.

6.8 Si la cession envisagée n'est pas approuvée par les associés de la Société conformément à l'article 6.6, les associés peuvent, dans un délai de *trois (3) mois à compter de la date du refus, acquérir les parts sociales en respectant le principe de l'égalité de traitement (sauf s'ils en ont convenu autrement) ou faire acquérir les parts sociales à un prix déterminé conformément à l'article 6.10, sauf si l'associé cédant décide de renoncer au transfert. Sur requête du conseil de gérance, la période de trois (3) mois peut être prolongée par le magistrat présidant la chambre du tribunal d'arrondissement siégeant en matière commerciale et comme en matière de référé, sans que cette prolongation ne puisse excéder six (6) mois.*

6.9 Dans la mesure où les associés n'ont pas proposé d'acquérir les parts sociales, la Société peut, dans le même délai et avec le consentement de l'associé cédant, décider de (i) réduire son capital social du montant correspondant à la valeur nominale des parts de l'associé cédant et (ii) racheter et annuler ces parts à un prix déterminé conformément à l'article 6.10.

6.10 Aux fins des articles 6.8 et 6.9, le prix de transfert ou le prix de rachat correspondra à la juste valeur de marché des parts sociales déterminée de bonne foi par le conseil de gérance.

6.11 Si, à l'expiration du délai imparti, ni les associés existants, ni la Société n'ont acquis ou racheté les parts sociales, l'associé cédant peut librement céder ses parts sociales au(x) nouvel (nouveaux) associé(s) proposé(s) au prix de cession et aux conditions notifiées à la Société.

6.12 Toute cession de parts sociales est opposable à la Société et aux tiers sur notification de la cession à la Société, ou après l'acceptation de la cession par la Société conformément aux dispositions de l'article 1690 du Code civil.

6.13 En cas de décès, les parts sociales de l'associé décédé pourront être uniquement transférées au nouvel associé sous réserve qu'un tel transfert ait été approuvé par les associés survivants représentant au moins la moitié des parts sociales appartenant aux survivants. Un tel agrément n'est cependant pas requis dans l'hypothèse où les parts sociales sont transférées soit aux ascendants, descendants ou au conjoint survivant.

C. DECISIONS DES ASSOCIES

Article 7Décisions collectives des associés

7.1 L'assemblée générale des associés est investie des pouvoirs qui lui sont expressément réservés par la Loi et par les présents statuts.

7.2 Chaque associé a la possibilité de participer aux décisions collectives quel que soit le nombre de parts sociales qu'il détient.

7.3 Dans l'hypothèse où et tant que la Société n'a pas plus de soixante (60) associés, des décisions collectives qui relèveraient d'ordinaire de la compétence de l'assemblée générale, pourront être valablement adoptées par voie de décisions écrites, à l'exception des propositions de modification des statuts. Dans ce cas, chaque associé recevra le texte intégral de ces résolutions à adopter et votera par écrit.

7.4 En cas d'associé unique, cet associé exercera les pouvoirs dévolus à l'assemblée générale des associés en vertu des dispositions de la section XII de la Loi et des présents statuts. Dans cette hypothèse, toute référence faite à « l'assemblée générale des associés » devra être entendue comme une référence à « l'associé unique » selon le contexte, et le cas échéant, et les pouvoirs conférés à l'assemblée générale des associés seront exercés par l'associé unique.

Article 8Assemblées générales des associés

8.1 Dans l'hypothèse où la Société comporte plus de soixante (60) associés, une assemblée générale des associés devra être tenue au minimum dans les six (6) mois suivant la fin de chaque exercice social au Grand-Duché de Luxembourg au siège social de la Société ou à tout autre endroit au Grand-Duché de Luxembourg tel que précisé dans la convocation à cette assemblée générale. D'autres assemblées générales d'associés pourront être tenues aux lieux et heures indiquées dans les convocations aux assemblées générales correspondantes.

8.2 Lorsque tous les associés sont présents ou représentés à l'assemblée générale des associés et ont renoncé aux formalités de convocation, l'assemblée pourra être tenue sans convocation ou publication préalable.

8.3 Les associés participant à une assemblée par conférence téléphonique, par visioconférence ou par tout autre moyen de communication permettant de les identifier, permettant à toute personne participant à cette assemblée de s'entendre mutuellement de manière continue, et permettant une participation effective de ces personnes à l'assemblée, sont réputés être présents pour le calcul du quorum et des voix, à la condition que ces moyens de communication soient mis à disposition au lieu de tenue de l'assemblée. Dans *ce cas, au moins un (1) associé ou son mandataire doit être physiquement présent au siège social de la Société.*

8.4 Chaque associé peut voter à une assemblée générale par correspondance au moyen d'un formulaire de vote envoyé par lettre, courrier électronique, par télécopie ou par tout autre moyen de communication au siège social de la Société ou à l'adresse mentionnée dans l'avis de convocation. Les associés peuvent uniquement utiliser les formulaires de vote par correspondance distribués par la Société et qui contiennent au moins le lieu, la date et l'heure de l'assemblée, l'ordre du jour de l'assemblée, les propositions soumises aux associés, ainsi que pour chaque proposition trois cases autorisant l'associé à voter en faveur, contre ou à s'abstenir de voter en cochant la case appropriée.

8.5 Les formulaires de vote qui, pour une résolution proposée, ne font pas apparaître (i) un vote en faveur (ii) un vote contre la résolution proposée ou (iii) une abstention sont nuls en ce qui concerne cette résolution. La Société doit seulement prendre en compte les formulaires de vote reçus avant l'assemblée générale à laquelle ils se rapportent.

8.6 Le conseil de gérance peut déterminer des conditions supplémentaires à remplir par les associés afin de pouvoir participer aux assemblées générales des associés.

8.7 Une liste de présence doit être dressée à toutes les assemblées générales des associés.

Article 9Quorum, majorité et vote

9.1 Chaque part sociale donne droit à une voix aux assemblées générales des associés.

9.2 Le conseil de gérance peut suspendre les droits de vote de tout associé qui ne remplit pas ses obligations telles que décrites par les statuts ou toute convention à laquelle cet associé est partie.

9.3 Un associé peut décider, à titre personnel, de ne pas exercer, temporairement ou de façon permanente, tout ou partie de ses droits de vote. Une telle renonciation lie l'associé renonçant et s'impose à la Société dès notification à cette dernière.

9.4 Si les droits de vote d'un ou de plusieurs associés sont suspendus conformément à l'article 9.2 ou si un ou plusieurs associés ont renoncé à leurs droits de vote conformément à l'article 9.3, ces associés conservent le droit de *recevoir à titre informatif les résolutions écrites des associés et peuvent participer à toute assemblée de la Société, toutefois les parts sociales qu'ils détiennent ne seront pas comptabilisées pour la détermination des conditions de quorum et de majorité à respecter durant les assemblées générales de la Société ou pour déterminer si les résolutions écrites ont été valablement adoptées.*

9.5 En cas d'associé unique, les articles 9.2 à 9.4 ne sont pas applicables.

9.6 Sous réserve de dispositions plus strictes des présents statuts ou de la Loi, les décisions collectives des associés de la Société ne seront valablement adoptées que pour autant qu'elles auront été adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première réunion ou consultation par écrit, les associés sont convoqués ou consultés une seconde fois par lettre recommandée avec le même ordre du jour et les décisions sont prises à la majorité des votes valablement exprimés quelle que soit la portion du capital représenté.

Article 10 Modification des statuts

Toute modification des statuts requiert l'accord des associés représentant au moins les trois quarts du capital social tel qu'indiqué dans l'article 7 des présents statuts.

Article 11 Changement de nationalité

Les associés peuvent changer la nationalité de la Société par une résolution de l'assemblée générale des associés adoptée dans les conditions requises pour une modification des présents statuts.

D. <u>GERANCE</u>

Article 12 Composition et pouvoirs du conseil de gérance

12.1 La Société peut être gérée par un ou plusieurs gérants. Si la Société a plusieurs gérants, les gérants forment un conseil de gérance.

12.2 Lorsque la Société est gérée par un gérant unique, le cas échéant et lorsque le terme « gérant unique » n'est pas expressément mentionné dans ces statuts, une référence au « conseil de gérance » dans ces statuts devra être entendue comme une référence au « gérant unique ».

12.3 Le conseil de gérance est investi des pouvoirs les plus étendus pour agir au nom de la Société et pour prendre toute mesure nécessaire ou utile pour l'accomplissement de l'objet social de la Société, à l'exception des *pouvoirs réservés par la Loi ou par les présents statuts à l'assemblée générale des associés.*

Article 13 Gestion journalière

La gestion journalière de la Société ainsi que la représentation de la Société en rapport avec une telle gestion journalière peut être déléguée à un ou plusieurs gérants, dirigeants ou autres agents, agissant individuellement ou conjointement. Leur nomination, leur révocation et leurs pouvoirs seront déterminés par une décision du conseil de gérance.

Article 14 Nomination, révocation des gérants et durée du mandat des gérants

*14.1 Les gérants sont nommés par les associés qui déterminent leur rémunération et la durée de leur mandat. L'assemblée générale des associés peut décider de nommer des gérants de catégories différentes, à savoir des gérants de catégorie A (les « **Gérants de Catégorie A** ») et des gérants de catégorie B (les « **Gérants de Catégorie B** »). Toute référence faite ci-après aux « gérants » doit s'interpréter comme une référence aux Gérants de Catégorie A et/ou Gérants de Catégorie B en fonction du contexte et le cas échéant.*

14.2 Les gérants sont nommés et peuvent être librement révoqués à tout moment, avec ou sans motif, par une décision des associés.

Article 15 Convocation aux réunions du conseil de gérance

15.1 Le conseil de gérance se réunit sur convocation de tout gérant. Les réunions du conseil de gérance sont tenues au siège social de la Société sauf indication contraire dans la convocation à la réunion.

15.2 Une convocation écrite à toute réunion du conseil de gérance doit être donné aux gérants au minimum vingt-quatre (24) heures à l'avance par rapport à l'heure fixée dans la convocation, sauf en cas d'urgence, auquel cas la nature et les motifs d'une telle urgence seront mentionnés dans la convocation. Une telle convocation peut être omise en cas d'accord écrit de chaque gérant, par télécopie, courrier électronique ou par tout autre moyen de communication. Une copie d'un tel document signé constituera une preuve suffisante d'un tel accord. Aucune convocation préalable ne sera exigée pour un conseil de gérance dont le lieu et l'heure auront été déterminés par une décision adoptée lors d'un précédent conseil de gérance, communiquée à tous les membres du conseil de gérance.

15.3 Aucune convocation préalable ne sera requise dans l'hypothèse où tous les gérants seront présents ou représentés à un conseil de gérance et renonceraient aux formalités de convocation ou dans l'hypothèse de décisions écrites et approuvées par tous les membres du conseil de gérance.

Article 16 Conduite des réunions du conseil de gérance

16.1 Le conseil de gérance peut élire un président du conseil de gérance parmi ses membres. Il peut également désigner un secrétaire, qui peut ne pas être membre du conseil de gérance et qui sera chargé de tenir les procès-verbaux des réunions du conseil de gérance.

16.2 Le président du conseil de gérance, s'il y en a un, préside toutes les réunions du conseil de gérance. En son absence, le conseil de gérance peut nommer provisoirement un autre gérant en qualité de président temporaire par un vote à la majorité des gérants présents ou représentés à la réunion.

16.3 Tout gérant peut se faire représenter à chaque réunion du conseil de gérance en désignant tout autre gérant comme son mandataire par écrit, ou par télécopie, courrier électronique ou tout autre moyen de communication, une copie du mandat en constituant une preuve suffisante. Un gérant peut représenter un ou plusieurs gérants, mais non la totalité des membres du conseil de gérance.

16.4 Les réunions du conseil de gérance peuvent également se tenir par conférence téléphonique ou visioconférence ou par tout autre moyen de communication permettant à toutes les personnes y participant de s'entendre mutuellement sans discontinuité, garantissant une participation effective à cette réunion. La participation à une réunion par ces moyens équivaut à une participation en personne.

16.5 Le conseil de gérance ne peut délibérer ou statuer valablement que si au moins la majorité de ses membres est présente ou représentée à une réunion du conseil de gérance. Dans l'hypothèse où l'assemblée générale des associés a nommé des gérants de catégories différentes, le conseil de gérance ne peut délibérer ou agir valablement que si au moins un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B est présent ou représenté à la réunion du conseil de gérance.

16.6 Les décisions sont prises à la majorité des voix des gérants présents ou représentés à chaque réunion du conseil de gérance. Dans *l'hypothèse où l'assemblée générale des associés a nommé des gérants de catégories différentes, les décisions doivent être adoptées par une majorité de gérants présents ou représentés comprenant au moins un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B. Le président du conseil de gérance, le cas échéant, ne dispose pas d'une voix prépondérante.*

16.7 Le conseil de gérance peut, à l'unanimité, prendre des décisions par résolution circulaire en exprimant son approbation par écrit, par télécopie, par courrier électronique ou par tout autre moyen de communication. Chaque gérant peut exprimer son consentement séparément, l'ensemble des consentements attestant de l'adoption des décisions. La date de ces décisions sera la date de la dernière signature.

Article 17 Conflit d'intérêts

17.1 Sauf dispositions contraires de la Loi, tout gérant qui a, directement ou indirectement, un intérêt de nature patrimoniale opposé à celui de la Société à l'occasion d'une opération relevant du conseil de gérance est tenu d'en prévenir le conseil de gérance et de faire mentionner cette déclaration dans le procès-verbal de la séance. Le gérant concerné ne peut prendre part ni aux discussions relatives à cette opération, ni au vote y afférent. Ce conflit d'intérêts doit également faire l'objet d'un rapport aux associés, lors de la prochaine assemblée générale des associés, et avant toute prise de décision de l'assemblée générale des associés sur tout autre point à l'ordre du jour.

17.2 Lorsque la Société comprend un gérant unique, les opérations conclues entre la Société et ce gérant ayant un intérêt opposé à celui de la Société doivent être mentionnées dans la décision du gérant unique.

17.3 Lorsque, en raison d'un conflit d'intérêts, le nombre de gérants requis afin de délibérer valablement n'est pas atteint, le conseil de gérance peut décider de déférer la décision sur ce point spécifique à l'assemblée générale des associés.

17.4 Les règles régissant le conflit d'intérêts ne s'appliquent pas lorsque la décision du conseil de gérance ou du gérant unique se rapporte à des opérations courantes, conclues dans des conditions normales.

Article 18 Procès-verbaux des réunions du conseil de gérance ; procès-verbaux des décisions du gérant unique

18.1 Les procès-verbaux de toutes les réunions du conseil de gérance *seront signés par (i) le président, s'il y en a un, ou en son absence, par le président temporaire, et le secrétaire (s'il y en a un) ou (ii) par deux (2) gérants ou par un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B, le cas échéant. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou autre seront, le cas échéant, signés par le président le cas échéant, ou par deux (2) gérants ou par un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B, le cas échéant*

18.2 Les décisions du gérant unique sont retranscrites dans des procès-verbaux qui seront signés par le gérant unique. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou dans tout autre contexte seront signés par le gérant unique.

Article 19 Rapports avec les tiers

19.1 La Société sera valablement engagée à l'égard des tiers en toutes circonstances (i) par la signature du gérant unique, ou, si la Société a plusieurs gérants, par la signature conjointe de deux (2) gérants, ou (ii) par la signature conjointe d'un (1) Gérant de Catégorie A et d'un (1) Gérant de Catégorie B, le cas échéant, ou (iii) par la signature conjointe ou la seule signature de toutes personnes auxquelles un tel pouvoir de signature aura été délégué par le conseil de gérance, dans les limites de cette délégation.

19.2 Dans les limites de la gestion journalière, la Société est engagée à l'égard des tiers par la signature de toutes les personnes auxquelles un tel pouvoir aura été délégué par le conseil de gérance, agissant individuellement ou conjointement dans les limites d'une telle délégation.

E. AUDIT ET SURVEILLANCE

Article 20 Commissaire(s) – Réviseur(s) d'entreprises agréé(s)

20.1 Dans l'hypothèse où, et tant que la Société comporte plus de soixante (60) associés, les opérations de la Société seront surveillées par un ou plusieurs commissaires. L'assemblée générale des associés désigne les commissaires et détermine la durée de leurs fonctions.

20.2 Un commissaire pourra être révoqué à tout moment, sans préavis, avec ou sans motif, par l'assemblée générale des associés.

20.3 Le commissaire a un droit illimité de surveillance et de contrôle permanents sur toutes les opérations de la Société.

20.4 Si les associés de la Société désignent un ou plusieurs réviseurs *d'entreprises agréés conformément à l'article 69 de la loi du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises, telle que modifiée, la fonction de commissaire ne sera plus requise.*

20.5 Le réviseur d'entreprises agréé ne pourra être révoqué par l'assemblée générale des associés que pour juste motif ou avec son accord.

F. EXERCICE SOCIAL - COMPTES ANNUELS - AFFECTATION DES BENEFICES - ACOMPTES SUR DIVIDENDES

Article 21 Exercice social

L'exercice social de la Société commence le premier janvier de chaque année et se termine le trente-et-un décembre de la même année.

Article 22 Comptes annuels - Affectation des bénéfices

22.1 Au terme de chaque exercice social, les comptes sont clôturés et le conseil de gérance dresse un inventaire de l'actif et du passif de la Société, le bilan et le compte de profits et pertes, conformément à la loi.

22.2 Sur les bénéfices annuels nets de la Société, cinq pour cent (5%) au moins seront affectés à la réserve légale. Cette affectation cessera d'être obligatoire dès que et tant que le montant total de la réserve légale de la Société atteindra dix pour cent (10%) du capital social de la Société.

22.3 Les sommes apportées à une réserve de la Société peuvent également être affectées à la réserve légale.

22.4 En cas de réduction du capital social, la réserve légale de la Société pourra être réduite en proportion afin qu'elle n'excède pas dix pour cent (10%) du capital social.

22.5 Sur proposition du conseil de gérance, l'assemblée générale des associés décide de l'affectation du solde des bénéfices distribuables de la Société conformément à la Loi et aux présents statuts.

22.6 Les distributions aux associés sont effectuées en proportion du nombre de parts sociales qu'ils détiennent dans la Société.

Article 23 Acomptes sur dividendes - Prime d'émission et primes assimilées

23.1 Le conseil de gérance peut procéder au paiement d'acomptes sur dividendes conformément aux dispositions de la Loi.

23.2 Toute prime d'émission, prime assimilée ou réserve distribuable *peut être librement distribuée aux associés conformément aux dispositions de la Loi et aux présents statuts.*

G. LIQUIDATION

Article 24 Liquidation

24.1 En cas de dissolution de la Société, conformément à l'article 3.2 des présents statuts, la liquidation sera effectuée par un ou plusieurs liquidateurs nommés par l'assemblée générale des associés ayant décidé de cette dissolution et qui fixera les pouvoirs et émoluments de chacun des liquidateurs. Sauf dispositions contraires, les liquidateurs disposeront des pouvoirs les plus étendus pour la réalisation de l'actif et du passif de la Société.

24.2 Le surplus résultant de la réalisation de l'actif et du passif sera distribué entre les associés au prorata de leur participation.

H. DISPOSITION FINALE – LOI APPLICABLE

Article 25 Loi applicable

Tout ce qui n'est pas régi par les présents statuts, sera déterminé en conformité avec la Loi. »

Frais et Dépenses

Le montant des frais, dépenses, honoraires et charges de toute nature qui incombe à la Société en raison de cet acte est évalué à environ mille six cents euros (EUR 1.600,-).

DECLARATION

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la partie comparante, le présent acte est rédigé en langue anglaise suivi d'une traduction en français ; et qu'à la demande de la même partie comparante et en cas de divergence entre le texte anglais et le texte français, le texte anglais fait foi.

Dont acte

Fait et passé à Mondorf-les-Bains, à la date figurant en tête des présentes.

L'acte ayant été lu au mandataire de la partie comparante, connu du notaire instrumentant par nom, prénom, et résidence, ledit mandataire a signé avec le notaire le présent acte.

CERTIFIED AS A TRUE COPY.
MONDORF, 8 SEPTEMBER 2017

Marc Loesch, notaire - Mondorf-les-Bains

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC034617

UK Establishment No. BR019709

The Registrar of Companies hereby certifies that

LIBERTY SPECIALTY MARKETS EUROPE S.À.R.L.

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 **14th September 2017**.

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES