FC035066 106598/20

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.

THU WEDNESDAY

A6ZA2QZC
A14 07/02/2018 #268
COMPANIES HOUSE

A6YCL5WI
A18 25/01/2018 #53
COMPANIES HOUSE

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

✗ **What this form is NOT**
You cannot use this form the details of an existing officer or establishment.

For official use

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ❶ Südpack Verwaltungs GmbH

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

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

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

All fields are mandatory unless specified or indicated by *

❶ This must be the corporate name in the home state or country in which the company is incorporated.

A2 Alternative name of overseas company *

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

Alternative name (if applicable) ❷ Südpack Verpackungen GmbH & Co. KG

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	Limited
Country of incorporation *	Germany
Identity of register in which it is registered ❹	Amtsgericht Ulm
Registration number in that register	HRB 641238

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

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

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ *Yes* *Complete **Sections B5** and **B6**.*
→ **No** Go to **Section B6**.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

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

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

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

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

From d d m m

To d d m m

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

Months

B6 Latest disclosed accounts

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

☐ Yes.

Please indicate what documents have been disclosed.

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

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

☑ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.
- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

☑ I have enclosed a certified copy of the company's constitution. [1]

☑ I enclose a certified translation, if applicable. [2]

[1] A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

[2] A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to **Section C3**.
→ **No** Go to **Part 4** 'Officers of the company'.

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'
→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. [3]

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 [4]	
Amount of issued share capital [5]	

[3] This address will appear on the public record.

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

[5] Please specify the amount of shares issued and the value.

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.

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)	Johannes Christian
Surname	Remmele
Former name(s) ❷	
Country/State of residence ❸	Germany
Nationality	German
Month/year of birth ❹	X X m0 m8 y1 y9 y6 y0
Business occupation (if any) ❺	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	23
Street	Jägerstr
Post town	Ochsenhausen
County/Region	
Postcode	8 8 4 1 6
Country	Germany

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

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

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.

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

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

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

UK establishment registration number: B R

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	Südpack Verpackungen GmbH & Co. KG
Building name/number	Ground Floor
Street	The Comet Building, Birmingham Airport
Post town	Birmingham
County/Region	West Midlands
Postcode	B 2 6 3 Q J
Country	United Kingdom

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

Date establishment opened	d0 d1 m0 m7 y2 y0 y1 y6
Business carried on at the UK establishment	Wholesaler of films

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)	Jens-Uwe Christian
Surname	Willenbrock

J2 Permanent representative's service address ❶

Building name/number	23
Street	Jägerstr
Post town	Ochsenhausen
County/Region	
Postcode	88416
Country	Germany

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

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

J3 Permanent representative's authority

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

Extent of authority

☐ Limited ❷
☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone
☐ Jointly ❸

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

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

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

Part 7 Person authorised to accept service

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

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

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

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

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

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

Full forename(s)	
Surname	

K2 Service address of person authorised to accept service ❶

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

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

Part 8 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X [signature] 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	LEANNE COXON
Company name	CFS INTERNATIONAL FORMATION
Address	43 OWSTON ROAD
Post town	DONCASTER
County/Region	
Postcode	D N 6 8 D A
Country	ENGLAND
DX	
Telephone	01302729041

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

Ell... Sedlmeier ... 85435 Erding

Certified Translation from the German Language

...mercial Register, ...ranch B of Ulm Local Court (Amtsgericht)	Branch B Statement of current contents of register Retrieved on 19 Dec. 2017 13:34	Number of Company: **HRB 641238**
	Page 1 of 2	

This is a true translation of the original document

J. R.

JOHANNES REMMELE
DIRECTOR

1. **Number of previous entries:**

   5

2. **a) Registered trade name:**

   Südpack Verwaltungs GmbH

   b) Registered office, place of business, domestic business address, authorised recipient, regional offices:

   Ochsenhausen, Germany
   Business address: Jägerstrasse 23, 88416 Ochsenhausen

   c) Object of the Company:

   To manage the business of and acquire shares in such companies which are engaged in the manufacturing, processing and distribution of packaging, as well as the machinery and equipment required therefor.

3. **Share capital or nominal capital:**

   EUR 26,000.00

4. **a) General representation agreement:**

   If only one managing director has been appointed, he or she shall represent the Company solely. If several managing directors have been appointed, the Company shall be represented by two managing directors jointly or by one managing director together with one holder of Prokura (general commercial power of representation subject to the German Commercial Code (HGB)).

   b) Managing board, executive body, head managers, general partners, managing directors, authorised representatives and special power of representation:

   Having individual power of representation with authority to conclude legal transactions on behalf of the Company with himself or herself in his or her own name or as representative of a third party:
   Managing director: Grimbacher, Carolin, Ochsenhausen,
   Managing director: Remmele, Johannes, Ochsenhausen,

   With authority to conclude legal transactions on behalf of the Company with himself in his own name or as representative of any third party:
   Managing director: Carl, Tharcisse, Hartheim,

5. **Prokura (general commercial power of representation subject to the German Commercial Code (HGB)):**

   ---

6. **a) Legal form, commencement, articles of association or company agreement:**

   Gesellschaft mit beschränkter Haftung (GmbH, German limited liability company)
   Articles of Association dated 28 August 1996
   Last amended by the resolution of 11 February 2005

b) Other legal relations:

---

7. a) Date of last entry:

08 December 2016

[End of translation]

Als in Bayern öffentlich bestellte und allgemein beeidigte Übersetzerin für die englische Sprache bestätige ich: Vorstehende Übersetzung der mir im Original vorgelegten, in englischer Sprache abgefassten Urkunde ist richtig und vollständig. Die angeheftete Kopie ist eine Kopie des mir vorgelegten Dokuments.
Die Übersetzung umfasst 2 Seiten.

Erding, den

In my capacity as a certified and public sworn translator for the English language, duly commissioned and sworn by the President of the District Court of Landshut (*Landgericht Landshut*), I hereby certify that the foregoing is a true and complete English translation of the document in the German language submitted to me in the original.
A photocopy of the document submitted to me is attached to this translation. The translation comprises 2 pages.
Erding, Germany, 20 December 2017

Certified and Public Sworn Translator for English

Für die englische Sprache öffentlich bestellte und beeidigte Übersetzerin
Elke Sedlmeier
Spiegelgasse 2
85435 Erding

E. Sedlmeier

Handelsregister B des Amtsgerichts Ulm	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 19.12.2017 13:34	Nummer der Firma: **HRB 641238**
	Seite 1 von 2	

1. **Anzahl der bisherigen Eintragungen:**

   5

2. **a) Firma:**

   Südpack Verwaltungs GmbH

   b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

   Ochsenhausen
   Geschäftsanschrift: Jägerstraße 23, 88416 Ochsenhausen

   c) Gegenstand des Unternehmens:

   Geschäftsführung sowie Beteiligung an Unternehmen, die sich mit der Herstellung, der Veredelung und dem Vertrieb von Verpackungen und der dafür notwendigen Maschinen und Geräte befassen.

3. **Grund- oder Stammkapital:**

   26.000,00 EUR

4. **a) Allgemeine Vertretungsregelung:**

   Ist nur ein Geschäftsführer bestellt, vertritt er allein. Sind mehrere Geschäftsführer bestellt, vertreten zwei gemeinsam oder ein Geschäftsführer mit einem Prokuristen.

   b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

   Einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
   Geschäftsführer: Grimbacher, Carolin, Ochsenhausen,
   Geschäftsführer: Remmele, Johannes, Ochsenhausen,

   Mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
   Geschäftsführer: Carl, Tharcisse, Hartheim,

5. **Prokura:**

   ---

6. **a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:**

   Gesellschaft mit beschränkter Haftung
   Gesellschaftsvertrag vom 28.08.1996
   Zuletzt geändert durch Beschluss vom 11.02.2005

b) Sonstige Rechtsverhältnisse:

---

7. **a) Tag der letzten Eintragung:**

08.12.2016

Öffentlich bestellte und beeidigte Übersetzerin für die englische Sprache •
Elke Sedlmeier
Spiegelgasse 2
85435 Erding

Certified Translation from the German Language

Certified copy

Notarial act no. M 2493 / 1996

Certification

Articles of Association
of
"Südpack Verwaltungs GmbH"
having its registered office in Ochsenhausen, Germany

Art. 1
Business name

The registered trade name of the Company shall be:

"Südpack Verwaltungs GmbH"

Art. 2
Registered office

The registered office of the Company shall be situated in Ochsenhausen.

Art. 3
Object of the Company

The object of the Company shall be to manage the business of and acquire shares in such companies which are engaged in the manufacturing, processing and distribution of packaging, as well as the machinery and equipment required therefor.

The Company shall be entitled to acquire, take shares in or manage the business of companies of the same or a similar description and to establish branch offices.

This is a true translation of the original document

JOHANNES REMMELE
DIRECTOR

Art. 4
<u>Share capital, initial capital contribution</u>

(1) The share capital of the Company shall be

DEM 50,000.00
- fifty thousand German marks -.

(2) The sole initial capital contribution of DEM 50,000.00 was made upon formation of the Company by "Südpack Verpackungen GmbH + Co." having its registered office in Ochsenhausen.

The initial contribution was immediately paid into the Company in cash upon its formation.

Art. 5
<u>Business management, representation</u>

(1) The Company shall have one or several managing director(s) who shall be appointed and dismissed by the Shareholders' Meeting.

(2) If only one managing director has been appointed, he or she shall represent the Company solely. If several managing directors have been appointed, the Company shall be represented by two managing directors jointly or by one managing director together with one holder of Prokura (general commercial power of representation subject to the German Commercial Code (HGB)).

(3) If several managing directors are in office, the Shareholders' Meeting may grant all or any of them sole power of representation. It may exempt any managing director(s) from the restrictions of section 181 of the German Civil Code (BGB).

Art. 6
Financial year

The financial year of the Company shall correspond to the calendar year.

Art. 7
Annual financial statements, appropriation of profits

(1) The balance sheet, profit and loss account, notes to the financial statements and, if applicable, the management report shall be prepared by the managing directors within the statutory period stipulated in section 264 paragraph 1 of the German Commercial Code (HGB) and signed by the managing directors. The Shareholders' Meeting shall decide on the adoption of the annual financial statements within the period of time stipulated in section 42 a paragraph 2 of the German Limited Liability Companies Act (GmbHG).

(2) The annual financial statements shall be prepared pursuant to the accounting standards of the German Commercial Code (HGB) and subject to the applicable tax regulations.

(3) The Shareholders' Meeting shall decide at its complete discretion on the appropriation of the net income for the year plus any profit carried forward and less any loss carried forward. The same shall apply to the appropriation of the retained earnings (section 29 paragraph 1 sentence 2 of the German Limited Liability Companies Act (GmbHG), section 268 paragraph 1 of the German Commercial Code (HGB)).

Art. 8
Public announcements

Any public announcements by the Company shall be made in the German Federal Gazette (Bundesanzeiger).

Art. 9
Exemption from any prohibition of competition

Shareholders or managing directors may be exempted from any statutory prohibition of competition which may apply by a resolution of the Shareholders' Meeting.

Art. 10
Final provisions

The costs of recording the Company formation in a notarial document, the costs of the application for its entry in the commercial register and the costs of the commercial register shall be borne by the Company up to an amount of DEM 3,000.00. Any formation expenses in excess thereof shall be borne by the founding shareholder.

Notarial act no. M 2493 / 1996

The undersigned notary public certifies that the foregoing text contains the full wording of the Articles of Association of

"Südpack Verwaltungs GmbH"

and, accordingly, that the amended provisions are consistent with the resolution on the amendment of the Articles of Association and the unchanged provisions are consistent with the wording of the Articles of Association last filed for entry in the commercial register.

The following documents were submitted to me for the purposes thereof:

resolution on the amendment of the Articles of Association dated 14 December 1996, notarial act no. M 2473,
and the wording of the Articles of Association last filed for entry in the commercial register, dated 28 August 1996, notarial act no. M 1532.

Neu-Ulm, this 14 December 1996
Notary public:

Sd. Dr. Munzig

<*Coin stamp:*>
JÖRG MUNZIG
NOTARY PUBLIC IN NEU-ULM, GERMANY

It is hereby certified that the foregoing copy is a true copy of the original.

Neu-Ulm, this 03 Jan. 1997

Notary public:

<Impressed seal of notary public and illegible signature>

[End of translation]

Als in Bayern öffentlich bestellte und allgemein beeidigte Übersetzerin für die englische Sprache bestätige ich: Vorstehende Übersetzung der mir im Original vorgelegten, in englischer Sprache abgefassten Urkunde ist richtig und vollständig.
Die angeheftete Kopie ist eine Kopie des mir vorgelegten Dokuments.
Die Übersetzung umfasst 6 Seiten.

Erding, den

In my capacity as a certified and public sworn translator for the English language, duly commissioned and sworn by the President of the District Court of Landshut (*Landgericht Landshut*), I hereby certify that the foregoing is a true and complete English translation of the document in the German language submitted to me in the original.
A photocopy of the document submitted to me is attached to this translation. The translation comprises 6 pages.
Erding, Germany, 13 December 2017

Certified and Public Sworn Translator for English

Öffentlich bestellte und beeidigte Übersetzerin für die englische Sprache • Elke Sedlmeier Spiegelgasse 2 85435 Erding

Beglaubigte Abschrift
U.R.Nr. M 2493 / 1996

B e s c h e i n i g u n g

G e s e l l s c h a f t s v e r t r a g
der
"Südpack Verwaltungs GmbH"
mit dem Sitz in Ochsenhausen

---

§ 1
Firma

Die Firma der Gesellschaft lautet:

"Südpack Verwaltungs GmbH"

§ 2
Sitz

Sitz der Gesellschaft ist Ochsenhausen.

§ 3
Gegenstand des Unternehmens

Gegenstand des Unternehmens der Gesellschaft ist die Geschäftsführung sowie Beteiligung an Unternehmen, die sich mit der Herstellung, der Veredelung und dem Vertrieb von Verpackungen und der dafür notwendigen Maschinen und Geräte befassen.

Die Gesellschaft ist befugt, gleichartige oder ähnliche Unternehmen zu erwerben, sich daran zu beteiligen oder deren Geschäftsführung auszuüben sowie Zweigniederlassungen zu errichten.

§ 4

Stammkapital, Stammeinlage

(1) Das Stammkapital der Gesellschaft beträgt

50.000,-- DM
- fünfzigtausend Deutsche Mark - .

(2) Die einzige Stammeinlage in Höhe von 50.000,-- DM hat bei Gründung der Gesellschaft die Firma "Südpack Verpackungen GmbH + Co." mit dem Sitz in Ochsenhausen übernommen.

Die Stammeinlage wurde bei Gründung der Gesellschaft sofort in bar an die Gesellschaft eingezahlt.

§ 5

Geschäftsführung, Vertretung

(1) Die Gesellschaft hat einen oder mehrere Geschäftsführer, die durch die Gesellschafterversammlung bestellt und abberufen werden.

(2) Ist nur ein Geschäftsführer bestellt, so vertritt dieser die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer gemeinsam oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten.

(3) Die Gesellschafterversammlung kann auch bei Vorhandensein mehrerer Geschäftsführer allen oder einzelnen von ihnen Alleinvertretungsbefugnis erteilen. Sie kann Geschäftsführer von den Beschränkungen des § 181 BGB befreien.

...

§ 6

Geschäftsjahr

Das Geschäftsjahr der Gesellschaft entspricht dem Kalenderjahr.

§ 7

Jahresabschluß, Ergebnisverwendung

(1) Bilanz, Gewinn- und Verlustrechnung, Anhang und gegebenenfalls der Lagebericht sind von den Geschäftsführern innerhalb der gesetzlichen Frist des § 264 Abs. 1 HGB aufzustellen und von den Geschäftsführern zu unterschreiben. Die Gesellschafterversammlung hat innerhalb der Frist des § 42 a Abs. 2 GmbHG über die Feststellung des Jahresabschlusses zu beschließen.

(2) Der Jahresabschluß ist nach den handelsrechtlichen Bilanzierungsvorschriften zu erstellen, wobei gleichzeitig auch die steuerlichen Vorschriften zu beachten sind.

(3) Die Gesellschafterversammlung beschließt nach freiem Ermessen über die Verwendung des Jahresüberschusses zuzüglich eines Gewinnvortrages und abzüglich eines Verlustvortrages. Entsprechendes gilt für die Verwendung des Bilanzgewinns (§ 29 Abs. 1 Satz 2 GmbHG, § 268 Abs. 1 HGB).

§ 8

Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger.

§ 9

Befreiung von einem eventuellen Wettbewerbsverbot

Durch Beschluß der Gesellschafterversammlung können Gesellschafter oder Geschäftsführer von einem eventuellen gesetzlichen Wettbewerbsverbot befreit werden.

§ 10

Schlußbestimmungen

Die Kosten der Beurkundung der Gesellschaftsgründung, der Anmeldung der Gesellschaft beim Handelsregister und die Kosten des Handelsregisters trägt die Gesellschaft bis zu einem Betrag von 3.000,-- DM. Etwa darüber hinausgehende Gründungskosten trägt der Gründungsgesellschafter.

U.R.Nr. M 2493 / 1996

Der unterzeichnende Notar bescheinigt, daß der vorstehende Text den vollständigen Wortlaut des Gesellschaftsvertrags der

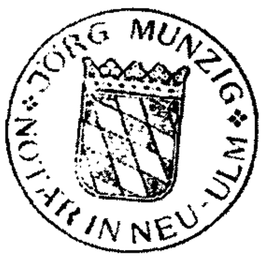
"Südpack Verwaltungs GmbH"

wiedergibt und demnach die geänderten Bestimmungen mit dem Beschluß über die Änderung des Gesellschaftsvertrages und die unveränderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten Wortlaut des Gesellschaftsvertrages übereinstimmen.

Hierzu lagen mir vor:

der Beschluß über die Änderung des Gesellschaftsvertrags vom 14.12.1996, U.R.Nr. M 2473,
und der zuletzt zum Handelsregister eingereichte Wortlaut des Gesellschaftsvertrages vom 28.08.1996, U.R.Nr. M 1532.

Neu-Ulm, den 14.12.1996
N o t a r :



gez. Dr. Munzig

Die Übereinstimmung der vorstehenden Abschrift mit der Urschrift wird hiermit bezeugt.

Neu-Ulm, den 03. Jan. 1997

Notar:

Übersetzerin für die englische Spra... ...lich bestellte und beeidigte

Elke Sedlmeier
Spiegelgasse 2
85435 Erding

Beglaubigte Abschrift

U.R.Nr. M 2493 / 1996

B e s c h e i n i g u n g

G e s e l l s c h a f t s v e r t r a g
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U.R.Nr. M 2493 / 1996

Der unterzeichnende Notar bescheinigt, daß der vorstehende Text den vollständigen Wortlaut des Gesellschaftsvertrags der

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und der zuletzt zum Handelsregister eingereichte Wortlaut des Gesellschaftsvertrages vom 28.08.1996, U.R.Nr. M 1532.

Neu-Ulm, den 14.12.1996
N o t a r :

(Dr. Munzig)

Die Übereinstimmung der vorstehenden Abschrift
mit der Urschrift wird hiermit **bezeugt**.

Neu-Ulm, den 16. Jan. 2018

Notar

This is a true copy of the original document

JOHANNES REMMELE
DIRECTOR

BADEN-WÜRTTEMBERG

Amtsgericht Ulm
- Registergericht -

HRB 641238

Amtlicher aktueller Ausdruck

Datum des Abrufs aus dem Register: 11.01.2018

Datum der letzten Eintragung: 08.12.2016

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift.

Ulm, den 11.01.2018

AMTSGERICHT ULM (DONAU)

Urkundsbeamter/in der Geschäftsstelle

Stöferle-März
Justizangestellte

This is a true copy of the original document

JOHANNES REMMELE
DIRECTOR

1. **Anzahl der bisherigen Eintragungen:**

   5

2. **a) Firma:**

   Südpack Verwaltungs GmbH

   b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

   Ochsenhausen
   Geschäftsanschrift: Jägerstraße 23, 88416 Ochsenhausen

   c) Gegenstand des Unternehmens:

   Geschäftsführung sowie Beteiligung an Unternehmen, die sich mit der Herstellung, der Veredelung und dem Vertrieb von Verpackungen und der dafür notwendigen Maschinen und Geräte befassen.

3. **Grund- oder Stammkapital:**

   26.000,00 EUR

4. **a) Allgemeine Vertretungsregelung:**

   Ist nur ein Geschäftsführer bestellt, vertritt er allein. Sind mehrere Geschäftsführer bestellt, vertreten zwei gemeinsam oder ein Geschäftsführer mit einem Prokuristen.

   b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

   Einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
   Geschäftsführer: Grimbacher, Carolin, Ochsenhausen,
   Geschäftsführer: Remmele, Johannes, Ochsenhausen,

   Mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
   Geschäftsführer: Carl, Tharcisse, Hartheim,

5. **Prokura:**

   ---

6. **a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:**

   Gesellschaft mit beschränkter Haftung
   Gesellschaftsvertrag vom 28.08.1996
   Zuletzt geändert durch Beschluss vom 11.02.2005

b) Sonstige Rechtsverhältnisse:

---

7. a) Tag der letzten Eintragung:

08.12.2016

FILE COPY

CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC035066

UK Establishment No. BR020160

The Registrar of Companies hereby certifies that

SÜDPACK VERPACKUNGEN GMBH & CO. KG

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 **13th February 2018.**

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES