

OS IN01

Registration of an overseas company opening a
UK establishment



Companies House

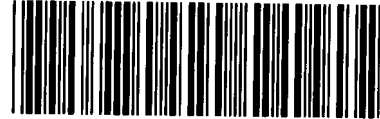
A fee is payable with this form

Please see 'How to pay' on the last page.

☒ **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 register
the details of an existing
officer or establishment.

TUESDAY



RCS 30/10/2018 #49
COMPANIES HOUSE
A01 30/10/2018 #191
COMPANIES HOUSE

Part 1

Overseas company details (Name)

FC03 5687

For official use

A1

Corporate name of overseas company

Corporate name¹

Arabesque S-Ray GmbH

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

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

→ **Filling in this form**

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated.

A2

Alternative name of overseas company *

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

Alternative name
(if applicable) ²

Arabesque S-Ray GmbH, UK Branch

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3

Overseas company name restrictions³

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

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

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

³ **Overseas company name
restrictions**

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

Part 2 Overseas company details

B1	Particulars previously delivered		
	<p>Have particulars about this company been previously delivered in respect of another UK establishment. ^①</p> <p>→ No Go to Section B2.</p> <p>→ 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.</p>		<p>^① The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.</p>
UK establishment registration number	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">B</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">R</div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> </div>		
B2	Credit or financial institution		
	<p>Is the company a credit or financial institution? ^②</p> <p><input type="checkbox"/> Yes</p> <p><input checked="" type="checkbox"/> No</p>		<p>^② Please tick one box.</p>
B3	Company details		
	<p>If the company is registered in its country of incorporation, please enter the details below.</p>		
Legal form ^③	Private limited company		
Country of incorporation *	Germany		
Identity of register in which it is registered ^④	Commercial Register of the district court Frankfurt am Main		
Registration number in that register	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">H</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">R</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">B</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">1</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">1</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">3</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">0</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">8</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">7</div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> </div>		
B4	EEA or non-EEA member state		
	<p>Was the company formed outside the EEA?</p> <p>→ Yes Complete Sections B5 and B6.</p> <p>→ No Go to Section B6.</p>		
B5	Governing law and accounting requirements		
	<p>Please give the law under which the company is incorporated.</p>		
Governing law ^⑤	<p>Is the company required to prepare, audit and disclose accounting documents under parent law?</p> <p>→ Yes Complete the details below.</p> <p>→ No Go to Part 3.</p>		<p>^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state.</p>

OS IN01

Registration of an overseas company opening a UK establishment

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

From	d	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. ^①

☐ 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.

^① Please tick the appropriate box(es).

Part 3 Constitution

C1	Constitution of company	<p>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.</p> <p>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.</p>
<p>The following documents must be delivered with this application.</p> <ul style="list-style-type: none"> - Certified copy of the company's constitution and, if applicable, a certified translation. <p>Please tick the appropriate box(es) below.</p> <p><input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution. 1</p> <p><input checked="" type="checkbox"/> I enclose a certified translation, if applicable. 2</p>		
C2	EEA or non-EEA member state	
<p>Was the company formed outside the EEA?</p> <p>→ Yes Go to Section C3.</p> <p>→ No Go to Part 4 'Officers of the company'.</p>		
C3	Constitutional documents	
<p>Are all of the following details in the copy of the constitutional documents of the company?</p> <ul style="list-style-type: none"> - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital <p>→ Yes Go to Part 4 'Officers of the company'</p> <p>→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4.</p> <p>The information is not required if it is contained within the constitutional documents accompanying this registration.</p>		
C4	Information not included in the constitutional documents	<p>3 This address will appear on the public record.</p> <p>4 Please give a brief description of the company's business.</p> <p>5 Please specify the amount of shares issued and the value.</p>
<p>Please give the address of principal place of business or registered office in the country of incorporation. 3</p> <p>Building name/number</p> <p>Street</p> <p>Post town</p> <p>County/Region</p> <p>Postcode</p> <p>Country</p> <p>Please give the objects of the company and the amount of issued share capital.</p> <p>Objects of the company 4</p> <p>Amount of issued share capital 5</p>		

Part 4 Officers of the company

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

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

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

Continuation pages

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

Secretary

D1	Secretary details^①	
	Use this section to list all the secretaries of the company. Please complete Sections D1-D3 . For a corporate secretary, complete Sections E1-E5 . Please use a continuation page if necessary.	① Corporate details Please use Sections E1-E5 to enter corporate secretary details.
Full forename(s)	Alfred	② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	Lang	
Former name(s) ^②		

D2	Secretary's service address^③	
Building name/number	15	③ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	Zeppelinalle 15	
Post town	Frankfurt	
County/Region	Frankfurt am Main	
Postcode	6 0 3 2 5	
Country		

D3	Secretary's authority	
	Please enter the extent of your authority as secretary. Please tick one box.	④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input checked="" type="checkbox"/> Limited ^④ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Please see attached supplementary document Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤	
If applicable, name(s) of person(s) with whom you are acting jointly		

Supplement to Form OS IN01

D3: Description of limited authority, if applicable.

The Secretary has been given a power of attorney by the sole shareholder of Arabesque S-Ray GmbH to fully represent the sole shareholder in the establishment of a limited liability company trading as Arabesque S-Ray GmbH. In particular the Secretary is entitled to:

1. Participate in the articles of incorporation
2. Establish or agree the articles of association
3. Acquire a share in the amount of EUR25,000 against a cash contribution
4. Appoint the managing directors of the newly formed company

The Secretary is authorised, within the framework of the formation of the limited company, to make and receive all declarations required or even only deemed appropriate and to submit, amend or withdraw applications.

Corporate secretary

E1 Corporate secretary details¹

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	N/A
County/Region	
Postcode	
Country	

1 Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

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 companies²

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ³	
Registration number	

2 EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

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

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 ⁴	
If applicable, the registration number	

4 Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

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

Director

F1	Director details ^①		
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	Alfred		① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years. ③ Country/State of residence This is in respect of your usual residential address as stated in Section F5. ④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4. ⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Surname	Lang		
Former name(s) ^②			
Country/State of residence ^③	Germany		
Nationality	German		
Month/year of birth ^④	<div>X X</div> <div>^m0^m8</div> <div>^y1^y9^y5^y3</div>		
Business occupation (if any) ^⑤	Chief Financial Officer		
F2	Director's service address ^⑥		
Building name/number	43		⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	Grosvenor Street		
Post town	London		
County/Region	London		
Postcode	W 1 K 3 H L		
Country	United Kingdom		
F3	Director's authority		
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input checked="" type="checkbox"/> Limited ^⑦ <input type="checkbox"/> Unlimited		⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Description of limited authority, if applicable	Authorised to act jointly with one other managing director Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly	Andreas Feiner		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details.</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.</p> <p>④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	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)	Andreas		
Surname	Feiner		
Former name(s) ^②			
Country/State of residence ^③	Germany		
Nationality	German		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>8</div>		
Business occupation (if any) ^⑤			

F2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	43		
Street	Grosvenor Street		
Post town	London		
County/Region	London		
Postcode	W 1 K 3 H L		
Country	United Kingdom		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input checked="" type="checkbox"/> Limited ^⑦ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Authorised to act jointly with one other managing director Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly	Alfred Lang 		

Corporate director**G1 Corporate director details ^①**

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

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

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

G2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
→ No Complete Section G4 only

G3 EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ^③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

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

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5	Corporate director's authority	
	Please enter the extent of your authority as corporate director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box.</div> <div><input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^❷</div>	<div>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.</div> <div>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.</div>
If applicable, name(s) of person(s) with whom you are acting jointly		

Part 5 UK establishment details

H1	Documents previously delivered - constitution	
	<p>Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?</p> <p>→ No Go to Section H3.</p> <p>→ Yes Please enter the UK establishment number below and then go to Section H2.</p>	
UK establishment registration number	B	R
H2	Documents previously delivered – accounting documents	
	<p>Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?</p> <p>→ No Go to Section H3.</p> <p>→ Yes Please enter the UK establishment number below and then go to Section H3.</p>	
UK establishment registration number	B	R
H3	Delivery of accounts and reports	
	<p>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. ^①</p> <p><input checked="" type="checkbox"/> In respect of this establishment. Please go to Section H4.</p> <p><input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4.</p>	<p>^① Please tick the appropriate box.</p>
UK establishment registration number	B	R
H4	Particulars of UK establishment ^①	
	You must enter the name and address of the UK establishment.	
Name of establishment	Arabesque S-Ray GmbH, UK branch	
Building name/number	43	
Street	Grosvenor Street	
Post town	London	
County/Region	London	
Postcode	W 1 K 3 H L	
Country		
	Please give the date the establishment was opened and the business of the establishment.	
Date establishment opened	^d 1 ^d 1 ^m 0 ^m 9 ^y 2 ^y 0 ^y 1 ^y 8	
Business carried on at the UK establishment	Data provision	
	<p>^① Address This is the address that will appear on the public record.</p>	

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) Dr Dominic Kim

Surname Selwood

J2 Permanent representative's service address ^①

Building name/number 43

Street Grosvenor Street

Post town London

County/Region London

Postcode W 1 K 3 H L

Country United Kingdom

① Service address

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

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

J3 Permanent representative's authority

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

Extent of authority

- ☐ Limited ^②
☒ Unlimited

Description of limited authority, if applicable

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

- ☒ Alone
☐ Jointly ^③

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

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

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

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)

Dr Dominic Kim

Surname

Selwood

K2**Service address of person authorised to accept service ^①**

Building name/number

43

Street

Grosvenor Street

Post town

London

County/Region

London

Postcode

W 1 K 3 H L

Country

London

① Service address

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

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 Haliza Abd Rahim

Company name Arabesque Asset Management Ltd

Address 43 Grosvenor Street

Post town London

County/Region London

Postcode W 1 K 3 H L

Country London

DX

Telephone 02039463721

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

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

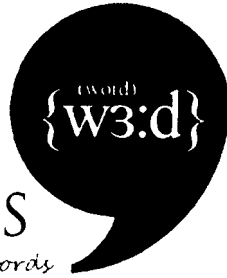
X  X

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

ABSOLUTE TRANSLATIONS

We have a way with words

www.absolutetranslations.com



Absolute Translations Ltd
Voest Alpine House
Albion Place
London
W6 0QT

London Office:
Liberty House
222 Regent Street
London
W1B 5TR

Manchester Office:
111 Piccadilly
Manchester
M1 2HY

Birmingham Office:
Cornwall Buildings
45 Newhall Street
Birmingham
B3 3QR

Tel. +44 (0)333 577 0767

email: main@absolutetranslations.com
www.absolutetranslations.com

11 September 2018

To whom it may concern

This is to certify that the translation from German to English of the enclosed document has been carried out by an experienced translator for and on behalf of Absolute Translations, and is, to the best of his ability, a true and accurate translation.

Yours faithfully

Alicia Fernandez
Project Manager

I hereby certify that this is an authorised translation from German into English of the enclosed document titled 'unkindende Nr. 642-2018' and is, to my knowledge and belief, the correct and complete translation of the original document.

Dr Dominic Schwarz 29/10/2018
Dr Dominic Schwarz, Permanent Representative, UK Branch

Arbesque S-Ray GmbH, UK Branch

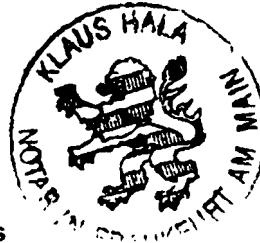
Celebrating 15+ Est. 2001 years

QMS

MS



ARTICLES OF ASSOCIATION



§ 1 Company name and registered offices

1.
The Company's name is: Arabesque S-Ray GmbH

The Company's registered offices are at Frankfurt am Main

§ 2 Company's objects

1.
The Company's objects are to research, analyse, aggregate, calculate and distribute sustainability data of all kinds, advise companies on sustainability issues, publish relevant research results in the field of sustainability research, develop and calculate sustainability products for the financial and capital markets.
2.
The company may invest in other companies, assume the management of and personal liability in limited partnerships and establish branches in Germany and abroad. The company may also be an executive body in a tax unity scheme. The shareholders' meeting may authorise the management to conclude a control and profit and loss transfer agreement.

§ 3 Share capital and capital contributions

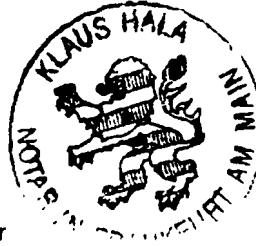
1. The Company's share capital is EUR 25,000.00 (in words: twenty-five thousand euros)
2.
Of this share capital, shareholder Arabesque Asset Management Holding Limited, 43 Grosvenor Street, London W1K3 HLK, London United Kingdom, registered under company number 8616956 at the Register of Companies in England and Wales, subscribes for

Share no. 1 with a nominal value of EUR 25,000.00,

The share capital is to be paid up in cash.

The capital contributions assumed are *to be paid up immediately payable as to half in cash immediately.*

~~The balance is due as and when the general meeting of the shareholders resolves and demands accordingly.~~



§ 4 Duration and financial year

1.
The Company is established indefinitely.
2.
The financial year is the calendar year.
The first financial year begins when the Company is incorporated and ends on the following 31 December.

§ 5 Management and representation

1.
The Company has one or more directors. If there is only one director, he represents it alone.

If there is more than one director, the Company is represented by two directors together or by a director and an authorised signatory together.

Any or all directors may be granted individual representation rights and/or exemption from all or individual restrictions of § 181 BGB by shareholders' resolution. The same applies to the liquidators if the Company is liquidated.
2.
The rights and duties of the directors are set out in law, their contracts of employment and the shareholders' instructions.
3.
Any or all the Company's shareholders and/or directors may be exempted from restraint of trade obligations by shareholders' resolution, in which case they may compete with the Company, directly or indirectly, in their own or a third party's name, on their own or a third party's behalf, to work for or participate in competing companies, either directly or through an intermediary. The shareholders' resolution may limit the exemption to certain cases or activities.

§ 6 Notices

Company notices will only be made in the statutory bulletin (Federal Gazette).

§ 7 Miscellaneous

1.
Should any individual provisions of this contract be or become invalid, this shall not affect the validity of the remaining provisions. The relevant invalid provision shall be replaced by a valid provision which comes as close as possible to the intended business purpose.
2.
The Company shall bear its incorporation costs (notarial, court and publication costs) up to EUR 1,500.00

Urkundenr. le Nr. 642 -2018

and is, to my
knowledge and belief,
the correct and
complete
translation of the
original document



I hereby certify that this
is a true and accurate copy
of the original enclosed
document, titled
'Urkundenr. Nr 642 -2018'

Dr. Dominik Scherer
29/10/2018
Permanent Representative
Aubrey S. Ray GmbH,
UK Branch

Verhandelt

zu Frankfurt am Main am 27. Oktober 2018

Vor mir, dem unterzeichnenden Notar

KLAUS HALA

mit dem Amtssitz in Frankfurt am Main

erschien heute:



Anlage zur Urkunde der Notars Klaus Hala
in Frankfurt am Main vom... 23.8.2018 (UR-Nr. 642 /18)



GESELLSCHAFTSVERTRAG

§ 1 Firma und Sitz

1.
Die Firma der Gesellschaft lautet: Arabesque S-Ray GmbH
Der Sitz der Gesellschaft ist Frankfurt am Main

§ 2 Gegenstand des Unternehmens

1.
Gegenstand des Unternehmens sind Erforschung, Analyse, Aggregation, Berechnung und Vertrieb von Nachhaltigkeitsdaten jeglicher Art; Beratung von Unternehmen in Nachhaltigkeitsfragen; Veröffentlichungen von relevanten Forschungsergebnissen im Bereich der Nachhaltigkeitsforschung; Entwicklung und Berechnung von Nachhaltigkeitsprodukten für den Finanz- und Kapitalmarkt.
2.
Die Gesellschaft ist berechtigt, sich an anderen Unternehmen zu beteiligen, auch die Geschäftsführung und persönliche Haftung in Kommanditgesellschaften zu übernehmen und Zweigniederlassungen im In- und Ausland zu errichten.
Gegenstand der Gesellschaft kann auch sein, Organ im Rahmen eines steuerlichen Organschaftsverhältnisses zu sein. Die Gesellschafterversammlung kann die Geschäftsführung ermächtigen, einen Beherrschungs- und Ergebnisabführungsvertrag abzuschließen.

§ 3 Stammkapital und Stammeinlagen

1.
Das Stammkapital der Gesellschaft beträgt

25.000,-- EURO

in Worten: EURO: fünfundzwanzigtausend

2.
Auf dieses Stammkapital übernimmt die Gesellschafterin Arabesque Asset Management Holding Limited, 43 Grosvenor Street, London W1K3 HLK, London United Kingdom, eingetragen unter der Firmennummer 8616956 Handelsregister für Kapitalgesellschaften für England und Wales

den Geschäftsanteile Nr. 1 mit einem Nennbetrag von 25.000,--EUR

Das Stammkapital ist in Geld einzuzahlen.

Die übernommenen Stammeinlagen sind ~~zur Hälfte sofort in bar zu erbringen.~~ ^{sofort voll einbringen.}

~~Die Restzahlung ist auf Beschluss und Anforderung der Gesellschafterversammlung fällig.~~



§ 4 Dauer und Geschäftsjahr

1.
Die Gesellschaft wird auf unbestimmte Zeit errichtet.
2.
Das Geschäftsjahr ist das Kalenderjahr.
Das erste Geschäftsjahr beginnt mit der Gründung der Gesellschaft und endet mit dem darauffolgenden 31. Dezember.

§ 5 Geschäftsführung und Vertretung

1.
Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist nur ein Geschäftsführer vorhanden, so vertritt dieser einzeln.
Sind mehrere Geschäftsführer vorhanden, so wird die Gesellschaft durch zwei Geschäftsführer gemeinschaftlich oder durch einen Geschäftsführer zusammen mit einem Prokuristen vertreten.

↓

Durch Gesellschafterbeschluss kann Einzelnen oder allen Geschäftsführern Einzelvertretungsrecht und/oder Befreiung von allen oder einzelnen Beschränkungen des § 181 BGB erteilt werden. Entsprechendes gilt im Falle der Liquidation der Gesellschaft für die Liquidatoren.

2.

Die Rechte und Pflichten der Geschäftsführer ergeben sich aus dem Gesetz, dem Anstellungsvertrag und den von den Gesellschaftern gegebenen Weisungen.

3.

Durch Gesellschafterbeschluss können einzelne oder alle Gesellschafter und/oder Geschäftsführer der Gesellschaft von einem Wettbewerbsverbot befreit werden. In diesem Falle sind sie berechtigt, unmittelbar oder mittelbar, im eigenen oder fremden Namen, für eigene oder fremde Rechnung mit der Gesellschaft in Wettbewerb zu treten, für Konkurrenzunternehmen tätig zu sein oder sich an solchen zu beteiligen, sei es direkt oder durch eine Mittelsperson. Der Gesellschafterbeschluss kann die Befreiung auf bestimmte Fälle oder Tätigkeiten beschränken.

§ 6 Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen nur im gesetzlichen Pflichtbekanntmachungsblatt (Bundesanzeiger).

§ 7 Schlussbestimmungen

1.

Sollten einzelne Bestimmungen dieses Vertrages unwirksam sein oder werden, so wird die Wirksamkeit der übrigen Bestimmungen dadurch nicht berührt. Die betreffende unwirksame Bestimmung ist durch eine wirksame zu ersetzen, die dem angestrebten wirtschaftlichen Zweck möglichst nahe kommt.

2.

Den Gründungsaufwand (Notar-, Gerichts- und Veröffentlichungskosten) trägt die Gesellschaft bis zu einem Betrag von EURO 1500,--



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC035689

UK Establishment No. BR020774

The Registrar of Companies hereby certifies that

ARABESQUE S-RAY GMBH, UK BRANCH

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **31st October 2018**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES