

815323-40

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

815323/40

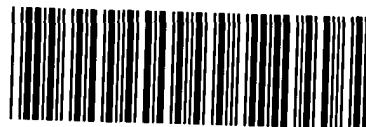
A fee is payable with this form
Please see 'How to pay' on the last page.

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

☐ **What this form is for**
You cannot use this form to register a
UK establishment.

TUESDAY

WED



A02 *A9IY87F5* 01/12/2020 #75
COMPANIES HOUSE
A08 *A9HLZC03* 11/11/2020 #117
COMPANIES HOUSE

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Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

Harris Automotive Distributors ~~XXXXXXXXXX Company~~

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

Harris Maxus

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 restrictions ③

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

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Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ^①

→ 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.

^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.

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ^②

☐ Yes

☒ No

^② Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ^③

Private Unlimited Company

Country of
incorporation *

Ireland

Identity of register
in which it is
registered ^④

Companies Registration Office

Registration number in
that register

5 5 5 6 2

^③ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

^④ 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 ^⑤

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

→ Yes Complete the details below.

→ No Go to Part 3.

^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

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

From	d	d	m	m
To	d	d	m	m

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

Months		
--------	--	--

B6

Latest disclosed accounts

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

☐ Yes.

Please indicate what documents have been disclosed.

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

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

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

❶ Please tick the appropriate box(es).

Part 3 Constitution

C1	Constitution of company	
<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 type="checkbox"/> I enclose a certified translation, if applicable. ^②</p>		<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>
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>Please give the address of principal place of business or registered office in the country of incorporation. ^③</p>		<p>^③ This address will appear on the public record.</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></div>	
Country		
<p>Please give the objects of the company and the amount of issued share capital.</p>		
Objects of the company ^④		
Amount of issued share capital ^⑤	<p>29,900 Ordinary shares of €1.30 each</p> <p>5,000 B Deferred ordinary shares of €1.30 each</p> <p>3 Non Cumulative Redeemable Shares of €2.00 each</p>	

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Part 4 Officers of the company

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

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

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

Continuation pages

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

Secretary

D1 Secretary details^①

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

Full forename(s)	Denise
Surname	Harris
Former name(s) ^②	

① Corporate details

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

② Former name(s)

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

D2 Secretary's service address^③

Building name/number	719
Street	Eddington Way
	Birchwood Park
Post town	Warrington
County/Region	Cheshire
Postcode	W A 3 6 B A
Country	England

③ Service address

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

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

D3 Secretary's authority

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

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

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

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

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Corporate secretary

E1 Corporate secretary details^①

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

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address

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

E2 Location of the registry of the corporate body or firm

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

- Yes Complete Section E3 only
- No Complete Section E4 only

E3 EEA companies^②

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

Where the company/firm is registered^③

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

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Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

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

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Director

F1 Director details ^①	
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Denise
Surname	Harris
Former name(s) ^②	
Country/State of residence ^③	Ireland
Nationality	Irish
Month/year of birth ^④	X X m0 m1 y1 y9 y4 y5
Business occupation (if any) ^⑤	CEO/Managing Director

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

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

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

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

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

F2 Director's service address ^⑥	
Building name/number	719
Street	Eddington Way Birchwood Park
Post town	Warrington
County/Region	Cheshire
Postcode	W A 3 6 B A
Country	England

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

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

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Registration of an overseas company opening a UK establishment

Corporate director

G1**Corporate director details ①**

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

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address

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

G2**Location of the registry of the corporate body or firm**

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

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

G3**EEA companies ②**

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

Where the company/firm is registered ③

Registration number

② EEA

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

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

G4**Non-EEA companies**

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

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

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G5	Corporate director's authority	
	Please enter the extent of your authority as corporate director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited	1 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.
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 2	2 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.
If applicable, name(s) of person(s) with whom you are acting jointly		

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Part 5**UK establishment details**

H1	Documents previously delivered - constitution	
	Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H2 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents	
	Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H3 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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. ^① <input checked="" type="checkbox"/> In respect of this establishment. Please go to Section H4 . <input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4 .	^① Please tick the appropriate box.
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H4	Particulars of UK establishment ^①	
	You must enter the name and address of the UK establishment.	① Address This is the address that will appear on the public record.
Name of establishment	Harris Maxus	
Building name/number	719	
Street	Eddington Way, Birchwood Park	
Post town	Warrington	
County/Region	Cheshire	
Postcode	W A 3 <input type="text"/> 6 B A <input type="text"/>	
Country	England	
Date establishment opened	^d 2 ^d 0 ^m 1 ^m 0 ^y 2 ^y 0 ^y 2 ^y 0	
Business carried on at the UK establishment	Sale and Distribution of Motor Vehicles and Motor Vehicle Parts	

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) Denise

Surname Harris

J2 Permanent representative's service address ¹

Building name/number 719

Street Eddington Way

Birchwood Park

Post town Warrington

County/Region Cheshire

Postcode W A 3 6 B A

Country

¹ Service address

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

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

J3 Permanent representative's authority

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

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

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

- ☒ Alone
☐ Jointly ³

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

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

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

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Part 7

Person authorised to accept service

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

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

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

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

K1

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

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

Continuation pages

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

Full forename(s)

Denise

Surname

Harris

K2

Service address of person authorised to accept service ^①

Building name/number

719

Street

Eddington Way

Birchwood Park

Post town

Warrington

County/Region

Cheshire

Postcode

W A 3 6 B A

Country

England

① Service address

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

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Part 8

Signature


This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director, Secretary, Permanent representative.

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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
Ross Jackson

Company name
CDS Law & Tax

Address
Alfred Street

Penrose Wharf

Post town
Cork

County/Region
Cork

Postcode

Country
Ireland

DX

Telephone
021 2355810



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

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Registration of an overseas company opening a UK establishment

Secretary

D1 Secretary details¹	
Please use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5.	
Full forename(s)	
Surname	
Former name(s) ²	
<p>1 Corporate details Please use Sections E1-E5 to enter corporate secretary 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>	
D2 Secretary's service address³	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
<p>3 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>	
D3 Secretary's authority	
Please enter the extent of your authority as secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ⁴ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁵
If applicable, name(s) of person(s) with whom you are acting jointly	
<p>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.</p> <p>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.</p>	

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Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^①	
	Please use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5.	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section E3 only	
	→ No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^③		② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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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			

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)	Ciaran		
Surname	Desmond		
Former name(s) ^②			
Country/State of residence ^③	Ireland		
Nationality	Irish		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>6</div> <div>2</div>		
Business occupation (if any) ^⑤	Solicitor		

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	719		
Street	Eddington Way		
	Birchwood Park		
Post town	Warrington		
County/Region	Cheshire		
Postcode	W A 3 6 B A		
Country	England		

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

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ^①	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.
Please use this section to list all the corporate directors of the company. Please complete Sections G1-G5.		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

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	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).
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		

G4	Non-EEA companies	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
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		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. 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	 	

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)		
Surname		
J2	Permanent representative's service address ^①	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. 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	<input type="checkbox"/> Limited ^② <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 ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Person authorised

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 .
Full forename(s)	
Surname	

K2	Service address of person authorised to accept service ^①								
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

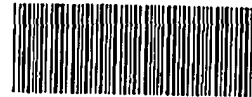
We certify that the within document has been compared with and is a true copy of the original

Dated this 25 November 2020

Signed C. Ewan Desmond (Director)
CDS Law & Tax
Penrose Wharf, Alfred Street, Cork

55562

of Harris Automotive Distributors



5895084

FEE IN	PAID FULL	RECEIPT No.
07 JUN 2022 31 4 83		
COMPANIES REGISTRATION OF		

COMPANIES ACTS, 1963 to 2013

UNLIMITED COMPANY HAVING A SHARE CAPITAL

55562

MEMORANDUM OF ASSOCIATION

-OF-

HARRIS AUTOMOTIVE DISTRIBUTORS

(as amended by Special Resolution dated 1st September 2014)

1. The name of the Company is Harris Automotive Distributors

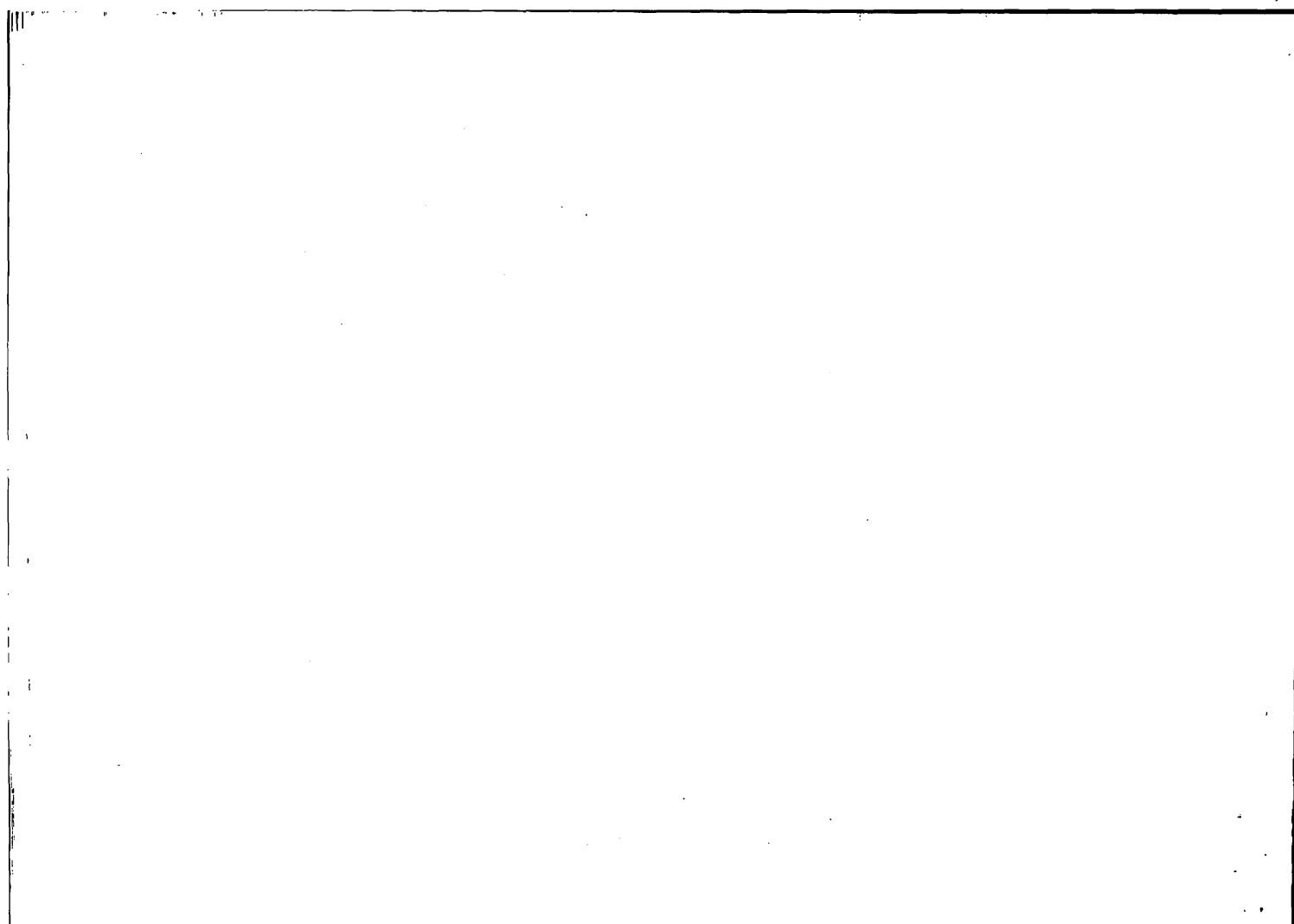
2. The objects for which the Company is established are:-

(a) To carry on all or any of the following businesses, namely exporters, importers, manufacturers, assemblers, distributors, repairers, cleaners, proprietors, storers and dealers in motor lorries and trucks, motor cars, omnibuses, taxi cabs, boats, aircraft, trailers, articulated vehicles, motor cycles, cycles, carriages and vehicles of all kinds whether propelled by a mechanical power or not, and whether travelling by road, rail, water or air; motor agent, concessionaires, brokers, carriers, underwriters, charterers, factors, tyre manufacturers, mechanical and electrical engineers, fitters, millwrights, founders, panellers, enamellers, welders, galvanisers, chromium, nickel, and electro platers, japanners and painters; garage proprietors, dealers in petrol, spirits, oil, solutions, cements, enamels, paints, varnishes and lubricants, wharfingers, stevedores, warehousemen, railway, shipping, packaging, forwarding and tourist agents and carriers of passengers and goods by land, water or air; and to export, import, buy, sell, refine, manufacture, produce, improve, manipulate, repair, alter, exchange, let on hire, assemble, and deal both wholesale and retail in all kinds of apparatus, vehicles, plant, machinery, accessories, tools, utensils, materials, produce, substances, articles and things required for the purposes of, or capable of being used in any of the said businesses, and to undertake and execute all kinds of financial, commercial, trading or other operations usually or commonly carried on in connection with any of the above objects.

-
- (2) To take or otherwise acquire (whether for cash, in exchange for other shares in this Company or any other Company, for a consideration other than cash, or any other consideration), and hold shares and securities of any company whether listed on the stock exchange, unlisted, in public or private Companies and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
 - (3) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorised to carry on or which is capable of being conducted so as to benefit the company directly or indirectly or which is possessed of property suitable for the purposes of the company.
 - (4) To carry on any other business (whether manufacturing or otherwise), except the issuing of policies of insurance, which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
 - (5) To rent, hold, lease, buy, build or deal in properties, houses, factories, offices, apartments or other property developments.
 - (6) To import, export, buy, sell, barter, exchange, pledge, make advances on, take on lease or hire or otherwise acquire, alter, treat, work, manufacture, process, dispose of, let on lease, hire or hire purchase, or otherwise deal in and turn to account as may seem desirable goods, articles, equipment, machinery, plant, merchandise and wares of any description.
 - (7) Generally to purchase, take on lease, rent or in exchange or otherwise acquire any real and personal property and rights or privileges.
 - (8) To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings, and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
 - (9) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
 - (10) To lend money to such persons or companies, either with or without security and upon such terms as may seem expedient, and in particular to customers and others having dealings with the Company.
-

- (11) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (12) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (13) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (14) To amalgamate with any other company.
- (15) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (16) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 155 of the Companies Act, 1963 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (17) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, trade marks, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used, for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.

- (18) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- (19) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (20) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (21) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- (22) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any other such company as aforesaid or any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (23) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.



- (24) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular of shares, debentures, or securities, of any other company having objects altogether or in part similar to those of this Company.
- (25) To obtain any Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (26) To procure the Company to be registered or recognised in any country or place.
- (27) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith to join any lawful Federation, Union or Association, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business, or providing or safeguarding against the same or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.
- (28) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (29) To distribute any of the property of the Company in specie among the members.
- (30) To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

PROVISO: So that nothing herein contained shall empower the Company to carry on the business of insurance within the meaning of the Insurance Acts, 1909 to 1964 as amended.

NOTE: It is hereby declared that the word "Company" in this Clause (except where it refers to this Company) shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the Republic of Ireland, Northern Ireland, Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph.

as may be determined by the Company in general meeting. The Company may at any time declare a dividend to be paid in respect of one class of shares without a similar dividend being declared in respect of any other class of shares. Regulation 120 of Table A, Part I shall be modified accordingly.

(C) WINDING UP

The holders of the Non Cumulative Redeemable Shares shall entitle the holders thereof to rank pari passu with the holders of the Ordinary to a return of the amount paid up or credited as paid up thereon but with no further right to participate in the profits or assets of the Company. The holders of the Ordinary Shares shall be entitled to a return of the amount paid up or credited as paid up thereon together with such portion (if any) of the surplus assets of the Company as may be determined by the Company in general meeting. Regulation 137 of Table A shall not apply.

(D) The Company may by Special Resolution:-

- (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) Consolidate its shares into shares of a larger amount than its existing shares;
- (c) Subdivide its shares into shares of a smaller amount than its existing shares;
- (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) Reduce its share capital in any way.

(E) REDEMPTION AND PURCHASE OF OWN SHARES

Redemption of the whole or any part of the Non Cumulative Redeemable Shares for the time being issued and outstanding at any time shall be at the discretion of the Board of Directors, without limit as to notice, time or date, upon giving written notice to the holders of the particular Non Cumulative Redeemable Shares to be redeemed, subject always to the provisions of the Companies Acts, 1963 to 1990.

There shall be paid on each Non Cumulative Redeemable Share redeemed, the amount paid up or agreed to be treated as paid up, thereon, which shall not in any case exceed the par value of such shares.

When any Non Cumulative Redeemable Shares are being redeemed by the Board of the Company, the Board shall give 21 clear days notice of such redemption to the holder(s) of the relevant shares to be redeemed.

2013
COMPANIES ACT, 1963 to ~~2013~~

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

HARRIS AUTOMOTIVE DISTRIBUTORS

(As amended by Special Resolution dated 1st September 2014)

PRELIMINARY

1. The regulations of Table A, Part II set out in the first Schedule of the Companies Act, 1963, (with exception of regulation 40 to 46 (inclusive) and Regulations 63 and 75 of Part I and Regulations 5 of Part II of that Table), shall be deemed to be incorporated with these Articles and shall apply to the Company

MEMBERS

2. The number of members with which the Company proposes to be registered is twenty, but the Directors may from time to time, subject to these Articles register an increase of members.

SHARE CAPITAL

3. The capital of the Company is €1,465,000 divided into 1,000,000 Ordinary Shares of €1.30 each ("Ordinary Shares"), 50,000 Non Cumulative Redeemable Shares of €2.00 each and 50,000 B Deferred Ordinary Shares of €1.30 each; such shares have the following respective rights and privileges :-

(A) VOTING RIGHTS

Only the Ordinary Shares shall confer on the holders thereof the right to receive notice of and to attend, speak and vote at general meetings of the Company with each share entitling the holder thereof (both on a show of hands and on a poll) to one vote per share. The holders of the Non Cumulative Redeemable Shares and the B Deferred Ordinary Shares shall not have any right to receive notice of or to attend, speak or vote at any general meetings of the Company.

(B) RIGHTS TO DIVIDENDS

The holders of each of the shares in the capital of the Company shall be entitled to receive such portion (if any) of the profits of the Company which are distributed by way of dividends in respect of any financial year of the Company as may be determined by the Company in general meeting. The Company may at any time declare a dividend to be paid in

respect of one class of shares without a similar dividend being declared in respect of any other class of shares. The declaration of dividends shall be at the discretion of the Ordinary Shareholders and determined by notice in writing signed by all the holders of the Ordinary Shares in issue, or by a resolution passed at a duly convened general meeting of the Ordinary Shareholders. Regulation 120 of Table A, Part I shall be modified accordingly.

(C) WINDING UP

On a winding up the assets available for distribution among the members shall be applied as follows and in the following order of priority:

(a) In repayment to the holders of the B Deferred Ordinary Shares of the capital paid up thereon, which shall not exceed the par value of such B Deferred Ordinary Shares, held at the time of winding up of the Company. No further participation rights shall apply.

(b) In repayment to the holders of the Non Cumulative Redeemable Shares of the capital paid up thereon, which shall not exceed the par value of such Non Cumulative Redeemable Shares, held at the time of winding up of the Company. No further participation rights shall apply.

(c) In repayment to the holders of the Ordinary Shares of the capital paid up thereon, plus the right to share any surplus remaining; subject to the prior rights of the B Deferred Ordinary Shares and the Non Cumulative Redeemable Shares as set out herein.

(D) The Company may by Special Resolution:-

(a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

(b) Consolidate its shares into shares of a larger amount than its existing shares;

(c) Subdivide its shares into shares of a smaller amount than its existing shares;

(d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) Reduce its share capital in any way.

(E) REDEMPTION OF B DEFERRED ORDINARY SHARES

Subject always to any special provisions contained in these Articles, the Company shall be at liberty at any time to give notice in writing to any holder of any of the shares of the Company of its desire to redeem or purchase the same, or any of them and the consideration for such shares may be satisfied in whole or in part by a transfer in specie by the Company to the holder of such shares of property or assets

of the Company at their market value as certified by the Company's auditors not more than 21 days before the date of the said notice; so however, that any redemption of the B Deferred Ordinary Shares shall be at the discretion of the Ordinary Shareholders and any decision of the Ordinary Shareholders relating to such redemption of the B Deferred Ordinary Shares, shall be by Ordinary Resolution passed at a duly convened general meeting of the Ordinary Shareholders, which shall be subject, as regards attendance and voting to the rules applicable to special class meetings of shareholders, or by a notice signed by all the Ordinary Shareholders in issue at the date of issue of the relevant redemption notices and the amount paid on such B Deferred Ordinary Shares shall not exceed the par value of such B Deferred Ordinary Shares.

Upon satisfaction of the consideration for such shares the holders name shall be removed from the Register of Members as holder of the shares specified in the notice.

(F) REDEMPTION OF NON CUMULATIVE REDEEMABLE SHARES

(a) Redemption of the whole or any part of the Non Cumulative Redeemable Shares for the time being issued and outstanding at any time shall be at the discretion of the Board of Directors, without limit as to notice, time or date, upon giving written notice to the holders of the particular Non Cumulative Redeemable Shares to be redeemed, subject always to the provisions of the Companies Acts, 1963 to 1990.

(b) There shall be paid on each Non Cumulative Redeemable Share redeemed, the amount paid up or agreed to be treated as paid up, thereon, which shall not in any case exceed the par value of such shares.

(c) When any Non Cumulative Redeemable Shares are being redeemed by the Board of the Company, the Board shall give 21 clear days notice of such redemption to the holder(s) of the relevant shares to be redeemed.

(G) PURCHASE OF OWN SHARES

Subject to the provision of the Companies Act, 1990 the Company may:

(a) Issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company, or the holder, or at the option of the any class, or classes of shares in the capital of the Company, on such terms and in such manner as shall be provided by the Articles of Association of the Company;

(b) Purchase any of its own shares.

(c) Convert any of its shares into redeemable shares, subject to the provisions of the Companies Acts, 1963 to 1990, and these Articles governing the variation of rights attached to classes of shares and the alteration of a Company's Memorandum or Articles of Association.

(d) Hold shares redeemed or purchased as "Treasury Shares", or cancel them, so however, that no such share shall be held as "Treasury Shares", or cancelled, or premium paid on a share except in accordance with the provisions of the Companies Act, 1990;

(e) Not redeem or purchase any shares unless the said shares are fully paid;

(f) Without prejudice to any special rights conferred on B Deferred Ordinary Shares and the Non Cumulative Redeemable Shares by these Articles as regards redemption, there shall be paid on each share redeemed, or purchased at the date of redemption or purchase, the amount paid up on each such share (which shall not be less than the par value) and any premium as may be determined by the Directors;

(g) On all redemptions, or purchases of its own shares pay for such shares out of profits which would otherwise have been available for dividend and in case of shares redeemed or purchased which are to be cancelled, such redemption or purchase may be out of the proceeds of a fresh issue of shares and the share premium account in accordance with the provisions of Section 207(f) of the Companies Act, 1990.

ALLOTMENT OF SHARES

4. The Directors are generally and unconditionally authorised to exercise from time to time all the powers of the Company to allot relevant securities (as such expression is defined in Section 20 of the Companies (Amendment) Act, 1983) up to a maximum aggregate of the amount equal to the authorised share capital of the Company as at the date of adoption of these Articles but this authority shall not extend beyond five years from that date, provided always that the directors shall have power, notwithstanding that the date aforesaid shall have expired, to allot relevant securities in pursuance of an offer or agreement made between the expiry of such date as aforesaid as if the authority conferred hereby had not expired, and the Directors are hereby further empowered to make allotments of equity securities (as such expression is defined in Section 23(13) of the Companies (Amendment) Act, 1983) as if Section 23(1) of the Companies (Amendment) Act, 1983 did not apply to such allotment.
5. The Directors may decline to register any transfer of any share if, in the reasonable opinion of the Directors, it would be prejudicial to the interests of the Company to register such a transfer. The Directors shall in any event, refuse to register a transfer of a share if by such registration the maximum number of members fixed by Regulation 2 of Part II of the Table A would be exceeded. Regulation 3 of Part II of Table A shall not apply.
6. In Regulation 22 of Part I of Table A the words "and transferee" shall be omitted.

LIEN

7. The Company shall have a first and paramount lien upon all shares (whether or not they are fully paid shares) held by any member of the Company (whether alone or jointly with other persons), and upon all dividends, bonuses and other distributions which may be declared in respect of such shares, for all the debts, obligations and liabilities of such member to the Company. Provided always, that if the Company shall register a transfer of any shares upon which it has such a lien as aforesaid without giving to the transferee notice in writing of its claim, the said shares shall be freed and discharged from the lien of the Company. Regulation 11 of Part I of Table A shall not apply.

GENERAL MEETINGS

8. In Regulation 55 of Part I of Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum". Regulation 61 of Part I of Table A shall not apply.
9. In Regulation 59(b) of Part I of Table A the words "one member" shall be substituted for the words "three members".

DIRECTORS

10. The Directors holding office on the date these Articles came into force shall continue to hold office subject to the provisions of these Articles. The number of the Directors shall be not less than two or more than seven. The Company in General Meeting may reduce or increase this figure but shall not reduce it below two. Two Directors personally present shall constitute a quorum. Regulation 75 of Part I of Table A shall not apply.
11. There shall be no share qualification for Directors who shall be entitled to receive notice of and attend and speak at any General Meeting or class meeting of the Company and Regulation 136 of Part I of Table A shall be modified accordingly.

BORROWING POWERS

12. The Directors may raise or borrow for the purposes of the Company's business such sums as they shall think fit and may exercise all the powers of the Company to borrow money and to issue guarantees and indemnities and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third part. Regulation 79 of Part I of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

13. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the

Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director, who, being resident in the State is for the time being absent from the State.

14. All meetings of the Directors and of committees of Directors shall be held in the State unless a majority of the Directors otherwise determine in writing.
15. No objection shall be raised to the qualification of any Director to vote at any meeting of the Directors or of any committee of the Directors except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
16. The Directors shall not be required to retire by rotation. A Director appointed under Regulation 98 of Part I of Table A shall not be required to retire at the next following Annual General Meeting. Regulation 92-98 (inclusive), 100 and 110 of Part i of Table A shall be modified accordingly.
17. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him. Regulation 109 of Part I of Table A shall not apply.
18. In Regulation 91(f) of Part I of Table A the words "other than an offence under the Road Traffic Acts" shall be inserted after the words "indictable offence".
19. A committee of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. Regulation 107 of Part I of Table A shall not apply.

ALTERNATE DIRECTORS

20. Any Director may from time to time appoint any person who is a Director or who is approved by the majority of the Directors to be an alternate or substitute Director for him. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director and, if a Director himself, to exercise a vote on behalf of the Director for whom he is alternate in addition to his own vote but shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment under this regulation shall be effected by notice in writing given by the appointer to the

Secretary. Any appointment so made may be revoked at any time by the appointer. Regulation 9 of Part II of Table A shall not apply. Anything required by the Act or the Articles to be done by or to a Director shall be satisfied if done by or to an alternate Director appointed under this Article.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 200 of the Act. Regulation 138 of Part I of Table A shall not apply.

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CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC037815**

UK Establishment No. BR022906

The Registrar of Companies, hereby certifies that

HARRIS MAXUS

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 **5th December 2020**



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES