

201433 | 20  
**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**  
You cannot use this form to  
provide the details of an existing  
officer or establishment.

SATURDAY



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A12

23/07/2022

#135

COMPANIES HOUSE

**Part 1 Overseas company details (Name)**

For official use

**A1 Corporate name of overseas company**

Corporate name <sup>①</sup>

Integrated Specialty Coverages, 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 \*

<sup>①</sup> 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) <sup>②</sup>

Integrated Specialty Coverages, GmbH (UK Branch)

<sup>②</sup> 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 <sup>③</sup>**

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.

**<sup>③</sup> 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](http://www.gov.uk/companieshouse)

**Part 2 Overseas company details****B1****Particulars previously delivered**

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

→ No Go to **Section B2**.

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

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment  
registration number

B R

**B2****Credit or financial institution**

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

**B3****Company details**

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

Legal form ❸

Private limited

Country of  
incorporation \*

Germany

Identity of register  
in which it is  
registered ❹

District Court of Hamm

Registration number in  
that register

H R B 1 0 7 1 9

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

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

**B4****Governing law and accounting requirements**

Please give the law under which the company is incorporated.

Governing law ❺

German Law

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

→ Yes Complete the details below.

→ No Go to **Part 3**.

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

From

d d m m

To

d d m m

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

Months

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

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B5

## Latest disclosed accounts

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

☐ Yes.

Please indicate what documents have been disclosed.

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

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

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

❶ Please tick the appropriate box(es).

**Part 3 Constitution****C1****Constitution of company**

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ❶
- ☒ I enclose a certified translation, if applicable. ❷

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

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

**C2****Constitutional documents**

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4 'Officers of the company'**

→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C3**.

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

**C3****Information not included in the constitutional documents**

Please give the address of principal place of business or registered office in the country of incorporation. ❸

Building name/number

Street

Post town

County/Region

Postcode

Country

Please give the objects of the company and the amount of issued share capital.

Objects of the company ❹

Amount of issued share capital ❺

❸ This address will appear on the public record.

❹ Please give a brief description of the company's business.

❺ Please specify the amount of shares issued and the value.

**Part 4****Officers of the company**

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

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

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

**Continuation pages**

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

**Secretary****D1****Secretary details<sup>①</sup>**

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

Full forename(s)

Surname

Former name(s)<sup>②</sup>**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<sup>③</sup>**

Building name/number

Street

Post town

County/Region

Postcode

Country

**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

- ☐ Limited <sup>④</sup>  
☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone  
☐ Jointly <sup>⑤</sup>

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**

<b>E1 Corporate secretary details<sup>①</sup></b>	
Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E3. 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) or DX number.

<b>E2 Legal details</b>	
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 <sup>②</sup>	
If applicable, the registration number	

**② 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**

<b>E3 Corporate secretary's authority</b>	
Please enter the extent of your authority as corporate secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>①</sup> <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 <sup>②</sup>
If applicable, name(s) of person(s) with whom you are acting jointly	

**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.**

**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.**

**Director****F1****Director details <sup>1</sup>**

Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G3. Please use a continuation page if necessary.

Full forename(s)	Matthew												
Surname	Grossberg												
Former name(s) <sup>2</sup>													
Country/State of residence <sup>3</sup>	United States												
Nationality	American												
Month/year of birth <sup>4</sup>	X X <table border="1"><tr><td>m</td><td>1</td></tr><tr><td>y</td><td>1</td></tr></table> <table border="1"><tr><td>y</td><td>1</td></tr><tr><td>y</td><td>9</td></tr></table> <table border="1"><tr><td>y</td><td>7</td></tr><tr><td>y</td><td>6</td></tr></table>	m	1	y	1	y	1	y	9	y	7	y	6
m	1												
y	1												
y	1												
y	9												
y	7												
y	6												
Business occupation (if any) <sup>5</sup>													

**1 Corporate details**

Please use Sections G1-G3 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 <sup>6</sup>**

Building name/number	1811
Street	Aston Ave
	Suite 200
Post town	Carlsbad
County/Region	CA
Postcode	9 2 0 0 8
Country	USA

**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 <sup>7</sup> <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 <sup>8</sup>
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

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G3. Please use a continuation page if necessary.	
Full forename(s)	Achim	
Surname	Schweizer	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	Germany	
Nationality	German	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>1</div> <div>0</div> <div>1</div> <div>9</div> <div>6</div> <div>9</div>	
Business occupation (if any) <sup>⑤</sup>		

**① Corporate details**  
Please use Sections G1-G3 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.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number		
Street	Kamener Strasse 110	
Post town	Unna	
County/Region		
Postcode	5 9 4 2 5	
Country	Germany	

**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.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <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 <sup>⑧</sup>	
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.**



# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>		
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G3. Please use a continuation page if necessary.		<b>① Corporate details</b> Please use Sections G1-G3 to enter corporate director details.
Full forename(s)	Timothy		<b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	Nickel		
Former name(s) <sup>②</sup>			<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F5.
Country/State of residence <sup>③</sup>	United States		
Nationality	American		<b>④ Month and year of birth</b> Please provide month and year only. Provide full date of birth in section F4.
Month/year of birth <sup>④</sup>	X X    m1 m1    y1 y9 y7 y8		
Business occupation (if any) <sup>⑤</sup>			<b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>		
Building name/number	1811		<b>⑥ Service address</b> 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	Aston Ave		
	Suite 200		
Post town	Carlsbad		
County/Region	CA		
Postcode	9 2 0 0 8		
Country	USA		

<b>F3</b>	<b>Director's authority</b>		
	Please enter the extent of your authority as director. Please tick one box.		<b>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.</b>  <b>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.</b>
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <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 <sup>⑧</sup>		
If applicable, name(s) of person(s) with whom you are acting jointly			

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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-G3. 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) or DX number.

**G2****Legal details**

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 ②If applicable, the  
registration number

② 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

**G3****Corporate director's authority**

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

Extent of authority

- ☐ Limited ①  
☐ Unlimited

Description of limited  
authority, if applicable

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

- ☐ Alone  
☐ Jointly ②

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

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.

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.

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Registration of an overseas company opening a UK establishment

## Part 5 UK establishment details

**H1**

### Documents previously delivered - constitution

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

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H2.

UK establishment  
registration number

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

**H2**

### Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H3.

UK establishment  
registration number

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

**H3**

### Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. <sup>①</sup>

☒ In respect of this establishment. Please go to Section H4.

☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4.

<sup>①</sup> Please tick the appropriate box.

UK establishment  
registration number

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

**H4**

### Particulars of UK establishment <sup>①</sup>

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

Name of establishment

Integrated Specialty Coverages, GmbH (UK Branch)

Building name/number

c/o Hackwood Secretaries Limited

Street

One Silk Street

Post town

London

County/Region

Postcode

E C 2 y [ ] 8 H Q

Country

United Kingdom

Date establishment  
opened

<sup>d</sup>0 <sup>d</sup>1 <sup>m</sup>0 <sup>m</sup>6 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>2 <sup>y</sup>2

Business carried on at  
the UK establishment

Distribution of insurance products & activity as Managing General Agent

<sup>①</sup> Address

This is the address that will appear on the public record.

**OS IN01**

Registration of an overseas company opening a UK establishment

**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) Matthew

Surname Grossberg

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

Building name/number 1811

Street Aston Ave

Suite 200

Post town Carlsbad

County/Region CA

Postcode 9 2 0 0 8

Country USA

**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)

Lorna

Surname

Tennent

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

c/o Linklaters

Street

One Silk Street

Post town

London

County/Region

Postcode

E C 2 Y 8 H Q

Country

United Kingdom

#### ① Service address

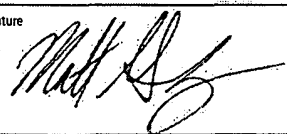
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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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	<div>Signature</div> <div><input checked="" type="checkbox"/>  <input checked="" type="checkbox"/></div>	
	This form may be signed by: Director, Secretary, Permanent representative.	

# OS IN01

## Registration of an overseas company opening a UK establishment



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Lorna Tennent

Company name Linklaters LLP

Address One Silk Street

Post town London

County/Region

Postcode E C 2 Y 8 H Q

Country United Kingdom

DX

Telephone



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address) DX 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.

#### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

# **INTEGRATED SPECIALTY COVERAGES, GmbH**

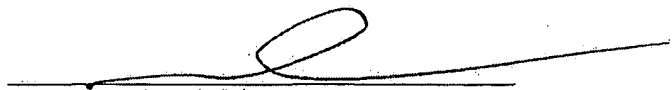
## **Certification of Document**

The undersigned certifies that:

1. I am a Director of INTEGRATED SPECIALTY COVERAGES, GmbH, a German limited entity, registered with the District Court of Hamm, with registration number HRB10719.
2. The attached document consisting of the Constitution of the company, executed by Matthew Grossberg on November 16, 2021, is a true and correct copy of the Constitution as submitted to the German registration court.
3. The English translation of the Constitution, as contained in the document, is a correct translation.

I further declare under penalty of perjury under the laws of the State of California that the statements set forth in this certification are true and correct to the best of my knowledge.

DATE: June 2, 2022

  
\_\_\_\_\_  
Timothy Nickel, Director



Amtsgericht Hamm

– Registergericht –

Local Court of Hamm

– Registration Court –

Betreff: Neueintragung einer GmbH

Firma: **Integrated Specialty Coverages  
GmbH**

Sitz: Unna

Subject: Entry of a new GmbH

Name: **Integrated Specialty Coverages  
GmbH**

Registered office: Unna

Zur Eintragung in das Handelsregister wird  
angemeldet:

(1) Unter der vorstehenden Firma ist eine Ge-  
sellschaft mit beschränkter Haftung mit dem  
Sitz in Unna errichtet worden.

(2) Die Geschäftsanschrift der Gesellschaft  
lautet: Kamener Str. 110, 59425 Unna.

(3) Gegenstand des Unternehmens ist der eu-  
ropaweite Vertrieb von Versicherungspro-  
dukten sowie die Tätigkeit als Assekuradeur  
(MAG).

(4) Zu Geschäftsführern der Gesellschaft  
wurden bestellt:

- a) Herr Matthew Grossberg, wohnhaft  
12 Continental Rd. Scarsdale, NY  
10583, USA, geboren am 10. November  
1976.
- b) Herr Timothy Nickel, wohnhaft 30  
Bradford Rd., Weston, MA 02493, USA,  
geboren am 21. November 1978.
- c) Herr Achim Schweizer, wohnhaft  
Huttenstraße 33, 70499 Stuttgart, ge-  
boren am 06. Oktober 1969.

It is applied for entry into the Commercial  
Register:

(1) A company with the aforementioned  
name and registered office in Unna was  
founded.

(2) The business address of the company is as  
follows: Kamener Str. 110, 59425 Unna.

(3) The Object of the company is the pan-Eu-  
ropean distribution of insurance products  
and activity as Managing General Agent  
(MGA).

(4) The following persons were appointed  
as managing directors of the company:

- a) Mr. Matthew Grossberg, resident  
12 Continental Rd., Scarsdale, NY  
10583, USA, born November 10, 1976.
- b) Mr. Timothy Nickel, resident 30 Brad-  
ford Rd., Weston, MA 02493, USA,  
born November 21, 1978.
- c) Mr. Achim Schweizer, resident  
Huttenstraße 33, 70499 Stuttgart, born  
October 6, 1969.

(5) Zur Vertretung der Gesellschaft wird Folgendes angemeldet:

**Abstrakte Regelung:**

Die Gesellschaft hat einen oder mehrere Geschäftsführer.

Ist ein Geschäftsführer bestellt, vertritt dieser die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, wird die Gesellschaft durch zwei Geschäftsführer oder einen Geschäftsführer gemeinschaftlich mit einem Prokuristen vertreten. Die Gesellschafterversammlung ist berechtigt, einem oder mehreren Geschäftsführern die Befugnis zur Einzelvertretung der Gesellschaft zuzuerkennen. Jedem Geschäftsführer kann durch Gesellschafterbeschluss die Befugnis erteilt werden, die Gesellschaft bei Rechtsgeschäften mit sich selbst oder als Vertreter eines Dritten uneingeschränkt zu vertreten.

**Konkrete Regelung:**

Die Geschäftsführer Matthew Grossberg, Timothy Nickel und Achim Schweizer vertreten die Gesellschaft stets einzeln. Sie sind befugt, die Gesellschaft bei Rechtsgeschäften mit sich selbst oder als Vertreter eines Dritten uneingeschränkt zu vertreten.

(6) Jeder Geschäftsführer erklärt im eigenen Namen: Ich versichere, dass jeder Geschäftsanteil voll einbezahlt ist, demnach von:

(5) For the representation of the company the following is applied:

**Abstract regulation:**

The company has one or more managing directors. If one managing director is appointed, he represents the company acting alone. If several managing directors are appointed the company will be represented by two managing directors or one managing director together with a person vested with commercial power of representation. The shareholder meeting is authorised to grant the power to act alone as representative of the company to one or several managing directors. Every managing director can be given the authority by a shareholder resolution to unrestrictedly represent the company in legal transactions with himself or as representative of a third party.

**Concrete regulation:**

The managing directors Matthew Grossberg, Timothy Nickel and Achim Schweizer always represents the company acting alone. They are authorised to unrestrictedly represent the company in legal transactions with himself or as representative of a third party.

(6) Each managing director declares in his own name: I assure that the share capital is paid in complete, according to following table:

Gesellschafter (shareholder)	Geschäftsanteile (shares)	Laufende Nummern (serial numbers)	Einzahlung (payment)
Integrated Specialty Coverages Ltd. with registered seat in London, UK	25.000 Geschäftsanteile à 1 EUR (share value of each) 1 EUR	1-25.000	25.000,- EUR

Registration Information:  Companies House of England and Wales with no. 13539078			
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Die genannten Beträge befinden sich, vorbehaltlich des nach der Satzung übernommenen Gründungsaufwandes, endgültig in der freien Verfügung der Geschäftsführung und werden nicht an den Übernehmer zurückgewährt.

(7) Die Geschäftsführer Matthew Grossberg und Timothy Nickel versichern nach schriftlicher Belehrung durch den Notar Dr. dominik Gassen in Bonn und der Geschäftsführer Achim Schweizer versichert nach mündlicher Belehrung durch den Notar Dr. Dominik Gassen in Bonn über die unbeschränkte Auskunftspflicht gegenüber dem Gericht:

a) Während der letzten 5 Jahre wurde ich nicht rechtskräftig verurteilt wegen des Unterlassens der Stellung eines Antrags auf Eröffnung des Insolvenzverfahrens (Insolvenzverschleppung), nach §§ 283 bis 283 d StGB (Insolvenzstraftaten), wegen falscher Angaben nach § 82 GmbHG oder § 399 AktG, wegen unrichtiger Darstellung nach § 400 AktG, § 331 HGB, § 313 UmwG oder § 17 PubLG oder nach § 263 StGB (Betrug), § 263 a (Computerbetrug), § 263b StGB, § 264 StGB (Subventionsbetrug), § 264 a (Kapitalanlagebetrug), § 265 b StGB (Kreditbetrug), § 266 StGB (Untreue) oder § 266 a StGB (Vorenthalten oder Veruntreuen von Arbeitsentgelt), §§ 266c, 266d und 265e StGB. Auch im Ausland wurde ich nicht wegen einer vergleichbaren Tat rechtskräftig verurteilt.

The aforementioned amounts are – subject only to the formation costs taken over in the articles – ultimately placed at the free disposal of the managing directors and will not be reimbursed to the subscriber.

(7) The managing directors Matthew Grossberg and Timothy Nickel assures after the advice in written form by the notary Dr. Dominik Gassen, Bonn, and the managing director Achim Schweizer assure after the advice orally by the notary Dr. Dominik Gassen, Bonn, regarding the unrestricted duty to give information to the courts, that:

a) I have not, within the past five years, been convicted (without the possibility of appeal) of omission to apply for insolvency proceedings (delay to file a petition in insolvency), criminal offences pursuant to secs. 283–283 d of the Criminal Code („StGB“) (bankruptcy crimes), of false statements pursuant to sec. 82 GmbHG or sec. 399 Stock Corporation Act („AktG“), of false description pursuant to sec. 400 AktG, sec. 331 Commercial Code („HGB“), sec. 313 Transformation Act („UmwG“), sec. 17 Disclosure Act („PubLG“) or of sec. 263 StGB (fraud), sec. 263 a StGB (computer fraud), sec. 263b StGB, sec. 264 StGB (economic subsidy fraud), sec. 264 a (investment fraud), sec. 266 StGB (disloyalty) or sec. 266 a StGB (withholding or embezzling of wages), sec. 266c StGB, sec 265d StGB or sec.

265e StGB. Further, I have not been convicted (without the possibility of appeal) of a comparable crime by a foreign court.

b) Mir ist gegenwärtig weder durch gerichtliches Urteil noch durch vollziehbare Entscheidung der Verwaltungsbehörde die Ausübung eines Berufes, Berufszweiges, Gewerbes oder Gewerbebezweiges untersagt, somit auch nicht im Rahmen des Unternehmensgegenstandes der Gesellschaft.

b) I presently have not been prohibited either by court order or by the enforceable decision of an administrative authority from exercising a profession, or a line of profession, a trade, or a line of trade, especially not within the scope of the object of the company.

c) Ich wurde nicht aufgrund einer behördlichen Anordnung in einer Anstalt verwahrt.

c) I have not been institutionalized due to an order of a public authority.

d) Über die unbeschränkte Auskunftspflicht gegenüber dem Gericht bin ich belehrt worden.

d) I have been advised about the unrestricted duty to give information to the court.

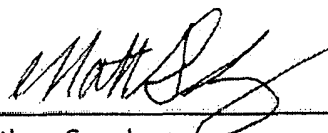
(8) Wir bevollmächtigt hiermit den Notar Dr. Dominik Gassen in Bonn, sowie die an der Amtsstelle des Notars beschäftigten Angestellten, die zu bezeichnen der Notar hiermit ermächtigt wird, insbesondere Frau Simone Nöcker, Herrn Norbert Klein und Herrn Martin Schneider, - und zwar jeweils einzeln -, in meinem Namen und/oder im Namen der Gesellschaft alles zu tun und alle Erklärungen abzugeben, um die beantragten Eintragungen im Handelsregister zu bewirken, eventuelle Eintragungshindernisse zu beseitigen und entsprechende Anträge zu stellen sowie diese Anmeldung zu ändern, zu ergänzen oder zurückzunehmen.

(8) We hereby grants power-of attorney to the notary Dr. Dominik Gassen in Bonn, and to the assistants employed at the notary's offices, whom to specify the notary is hereby authorized, in particular Ms. Simone Nöcker, Mr. Norbert Klein and Mr. Martin Schneider, - each of them singly- to act in my name and/or in the name of the Company and to do everything and make any declarations to effect the requested registrations in the Commercial Registry, remove any obstacles to registration, file appropriate motions in this regard, as well as to amend, modify or with-draw this submission.

Nur die deutsche Fassung ist verbindlich.

Only the German version shall be binding.

Carlsbad, CA, USA Nov. 16, 2021  
Ort/Place Datum/Date

  
Matthew Grossberg

*I certify that this is a true and correct copy of the Constitution as submitted to the German registration court.*

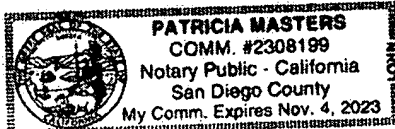


A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
County of San Diego

Subscribed and sworn to (or affirmed) before me on this 16th  
day of November, 2021, by Matthew Grossberg

proved to me on the basis of satisfactory evidence to be the  
person(s) who appeared before me.



(Seal)

Signature

A handwritten signature in dark ink, appearing to read 'Patricia Masters', written over a horizontal line.

**FILE COPY**



## **CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY**

(Registration of UK establishment)

Company Number **FC039724**

UK Establishment No. BR024832

The Registrar of Companies, hereby certifies that

**INTEGRATED SPECIALTY COVERAGES, 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 **29th July 2022**



**Companies House**



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