

OS IN01

Registration of an overseas company opening a  
UK establishment



Companies House

100320/20

A fee is payable with this form

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

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

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

THURSDAY



ACO

\*ABBLKX52\*

01/09/2022

#1

COMPANIES HOUSE

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

For official use

**A1 Corporate name of overseas company**

Corporate name ①

TLI Certa Europe GmbH

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

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

**→ Filling in this form**

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

All fields are mandatory unless  
specified or indicated by \*

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

**A2 Alternative name of overseas company \***

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

Alternative name  
(if applicable) ②

TLI Certa Europe GmbH – UK Branch

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

**A3 Overseas company name restrictions ③**

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](http://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. 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 company

Country of  
incorporation \*

Germany

Identity of register  
in which it is  
registered ❹

Hamburg Commercial Register

Registration number in  
that register

H R B 1 7 5 0 4 7

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 Limited Liability Companies Act "GmbHG"

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

0 1 0 1

To

3 1 7 2

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

Months

1 2

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).

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## 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

8

Street

Hohe Bleichen

Post town

Hamburg

County/Region

Postcode

2 0 3 5 4

Country

Germany

Objects of the company ❹

The intermediation of primary insurance and reinsurance of any kind, as well as the provision of business consulting services.

Amount of issued share capital ❺

Euro 25,000

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.

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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<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) Adam James Charles

Surname Singer

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 Room 835, Lloyd's Building

Street One Lime Street

Post town London

County/Region

Postcode E C 3 M 7 D Q

Country United Kingdom

**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.

**Corporate secretary****E1****Corporate secretary details<sup>①</sup>**

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.

**E2****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<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

**E3****Corporate secretary's authority**

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

Extent of authority

- ☐ Limited <sup>①</sup>  
☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone  
☐ 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.

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## Registration of an overseas company opening a UK establishment

### 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)                          | Thomas Francis  |
| Surname                                   | Cartwright      |
| Former name(s) <sup>②</sup>               |                 |
| Country/State of residence <sup>③</sup>   | United Kingdom  |
| Nationality                               | British         |
| Month/year of birth <sup>④</sup>          | X X 0 5 1 9 7 4 |
| Business occupation (if any) <sup>⑤</sup> | Underwriter     |

**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 | Room 835, Lloyd's Building |
| Street               | One Lime Street            |
| Post town            | London                     |
| County/Region        |                            |
| Postcode             | E C 3 M 7 D Q              |
| Country              | United Kingdom             |

**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><br><input checked="" type="checkbox"/> Unlimited                                                                 |
| Description of limited authority, if applicable                      |                                                                                                                                                                |
|                                                                      | Are you authorised to act alone or jointly? Please tick one box.<br><input checked="" type="checkbox"/> Alone<br><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. |  |
| Full forename(s)                          | Nikolaus Michael Christian                                                                                                                                                                 |  |
| Surname                                   | Sühr                                                                                                                                                                                       |  |
| 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>0</div> <div>6</div> <div>1</div> <div>9</div> <div>8</div> <div>4</div>                                                                                    |  |
| Business occupation (if any) <sup>⑤</sup> | CEO & Co-Founder KASKO                                                                                                                                                                     |  |

**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 | 8                                              |  |
| Street               | Hohe Bleichen                                  |  |
| Post town            | Hamburg                                        |  |
| County/Region        |                                                |  |
| Postcode             | 2 0 3 5 4                                      |  |
| 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><br><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<br><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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### Corporate director

| G1 Corporate director details ①                                                                                                                                                                                                                             |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Use this section to list all the corporate directors of the company.<br>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<br>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 ②                                                                                                                                                                                                       |  |
| 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                                                                                              |  |

| G3 Corporate director's authority                                                                                                                                                                                                                                                                                              |                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Please enter the extent of your authority as corporate director.<br>Please tick one box.                                                                                                                                                                                                                                       |                                                                                                                                          |
| Extent of authority                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Limited ①<br><input type="checkbox"/> Unlimited                                                                 |
| Description of limited authority, if applicable                                                                                                                                                                                                                                                                                | Are you authorised to act alone or jointly? Please tick one box.<br><input type="checkbox"/> Alone<br><input type="checkbox"/> 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.<br>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 TLI Certa Europe GmbH

Building name/number Room 835, Lloyd's Building

Street One Lime Street

Post town London

County/Region

Postcode E C 3 M 7 D Q

Country

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

Date establishment  
opened 0 1 0 8 2 0 2 2

Business carried on at  
the UK establishment Insurance intermediation services

#### <sup>①</sup> Address

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

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## 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) Thomas Francis

Surname Cartwright

### J2 Permanent representative's service address <sup>①</sup>

Building name/number Room 835, Lloyd's Building

Street One Lime Street

Post town London

County/Region

Postcode E C 3 M 7 D 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.

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 <sup>②</sup>  
☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone  
☐ Jointly <sup>③</sup>

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)

Surname

## K2

### Service address of person authorised to accept service ①

Building name/number

Street

Post town

County/Region

Postcode

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.

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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 *Thomas F. Carr*

X

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

# OS IN01

## Registration of an overseas company opening a UK establishment



### Presenter information

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

Contact name Adam Singer

Company name Certa Insurance Partners Ltd

Address Room 835, Lloyd's Building

One Lime Street

Post town London

County/Region

Postcode E C 3 M 7 D Q

Country United Kingdom

DX

Telephone 07813204607



### 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)**

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL, SEEN BY ME.  
Thomas L. Cartwright 16/8/2022  
THOMAS CARTWRIGHT  
DIRECTOR

Anlage zur Urkunde des Notars Dr.  
Jan-Thomas Oskierski vom  
01.02.2022 (UVZ-Nr. 183/2022)

Attachment to the Deed of the Notary  
Dr. Jan-Thomas Oskierski dated  
01.02.2022 (Deed No. 183/2022)

**GESELLSCHAFTSVERTRAG**  
**der TLI Certa Europe GmbH**

**Articles of Association**  
**of TLI Certa Europe GmbH**

**§ 1**

**Firma, Sitz**

1. Die Firma der Gesellschaft lautet:

**TLI Certa Europe GmbH.**

2. Der Sitz der Gesellschaft ist Hamburg.

**§ 1**

**Business Name, Registered Seat**

1. The business name of the Company is:

**TLI Certa Europe GmbH.**

2. The registered seat of the Company is Hamburg.

**§ 2**

**Gegenstand**

1. Der Gegenstand der Gesellschaft ist die Vermittlung von Erst- und Rückversicherungen aller Art, sowie die Erbringung von wirtschaftlichen Beratungsleistungen.

2. Die Gesellschaft kann sich an anderen Unternehmen, auch geschäftsführend, beteiligen, andere Unternehmen erwerben und Zweigniederlassungen im In- und Ausland errichten.

**§ 2**

**Object**

1. The object of the company is the intermediation of primary insurance and reinsurance of any kind, as well as the provision of business consulting services.

2. The Company may acquire participations in other companies, also in a managing position, and establish domestic and foreign branch offices.

**§ 3**

**Dauer, Geschäftsjahr**

1. Die Gesellschaft wird auf unbestimmte Dauer errichtet.

**§ 3**

**Duration, Financial Year**

1. The Company is formed for an indefinite period of time.

THE ENGLISH TRANSLATION ENCLOSED WITHIN THIS DOCUMENT IS A TRUE AND ACCURATE TRANSLATION OF THE ORIGINAL DOCUMENT, DATED 1/2/2022.

Thomas L. Cartwright 16/8/2022  
THOMAS CARTWRIGHT  
DIRECTOR

2. Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr. Das erste Geschäftsjahr beginnt mit der Eintragung der Gesellschaft in das Handelsregister und endet mit dem 31. Dezember des Eintragungsjahres.

2. The financial year is the calendar year. The first financial year starts with the registration of the Company in the commercial register and ends on 31 December of the year of registration.

#### **§ 4**

##### **Stammkapital, Geschäftsanteile**

1. Das Stammkapital der Gesellschaft beträgt EUR 25.000,00 (in Worten: Euro fünfundzwanzigtausend).

2. Von diesem Stammkapital übernimmt die Certa Insurance Partners Ltd. 25.000 Anteile im Nennbetrag von jeweils € 1,00 (in Worten: ein Euro) (Geschäftsanteile Nr. 1 bis 25.000).

Die übernommenen Geschäftsanteile sind unverzüglich zu je 100 % in bar einzuzahlen.

#### **§ 4**

##### **Share Capital, Shares**

1. The share capital of the Company is EUR 25.000,00 (in words: Euro twenty-five thousand).

2. This capital is subscribed to by Certa Insurance Partners Ltd. in the form of 25.000 shares in the nominal amount of EUR 1,00 (in words: one Euro) each (shares nos. 1 to 25.000).

100 % of the share capital must be paid in immediately.

#### **§ 5**

##### **Geschäftsführung, Vertretung**

1. Die Gesellschaft hat einen oder mehrere Geschäftsführer. Hat die Gesellschaft einen Geschäftsführer, so ist dieser zur alleinigen Vertretung der Gesellschaft befugt. Hat die Gesellschaft mehrere Geschäftsführer, so wird die Gesellschaft durch zwei von ihnen gemeinschaftlich oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten.

2. Auch bei Bestellung mehrerer Geschäftsführer kann einzelnen von ihnen oder allen durch Gesellschafterbe-

#### **§ 5**

##### **Management, Representation**

1. The Company has one or several managing directors. If the Company has one managing director, he or she is entitled to represent the Company solely. If the Company has several managing directors, two of them or one of them together with a procurist represent the Company jointly.

2. In case of an appointment of several managing directors, power to represent the Company solely and exemption from



schluss Einzelvertretungsbefugnis eingeräumt und Befreiung von den Beschränkungen des § 181 BGB erteilt werden.

3. Vorstehende Regelungen gelten in gleicher Weise für Liquidatoren.

the restrictions under sec. 181 BGB can be granted to each or all of them.

3. The rules stipulated above equally apply to liquidators.

## **§ 6**

### **Gesellschafterbeschlüsse**

1. Beschlüsse der Gesellschafter werden grundsätzlich in Gesellschafterversammlungen gefasst, die am Sitz der Gesellschaft stattfinden. Gesellschafterversammlungen können auch an einem anderen Ort stattfinden, wenn alle Gesellschafter damit einverstanden sind.

2. Beschlüsse können auch schriftlich, per eMail oder per Fax gefasst werden, wenn alle Gesellschafter mit diesem Verfahren einverstanden sind und für die Form der Beschlüsse nicht die notarielle Beurkundung zwingend vorgeschrieben ist. Befinden sich alle Geschäftsanteile in der Hand eines Gesellschafters, hat er unverzüglich nach Beschlussfassung eine Niederschrift aufzunehmen und zu unterschreiben.

3. Alljährlich findet innerhalb der ersten acht Monate eines Geschäftsjahres die ordentliche Gesellschafterversammlung statt, die insbesondere über die Feststellung des Jahresabschlusses, die Verwendung des Ergebnisses und die Entlastung der Geschäftsführer beschließt.

## **§ 6**

### **Shareholder Resolutions**

1. Shareholder resolutions are passed in shareholder meetings which take place at the registered seat of the Company. Shareholder meetings can take place at a different location if all shareholders agree.

2. Shareholder resolutions can also be passed in writing, by e-mail or by fax if all shareholders agree to this procedure and no duty exists to have a notarial record. If all shares are held by one shareholder, this shareholder has to record the shareholder resolutions in writing and sign this record.

3. The annual general meeting takes place within the first eight months of a financial year. The general meeting decides in particular on the approval of the annual statement, the profit distribution and the discharging of the managing directors from liability.

**§ 7**

**Liquidation**

Im Falle der Auflösung der Gesellschaft erfolgt die Liquidation durch den oder die Geschäftsführer im Rahmen ihrer bisherigen Vertretungsmacht, soweit sie nicht durch Beschluss der Gesellschafterversammlung anderen Personen übertragen wird.

**§ 7**

**Liquidation**

In case of a winding-up of the Company, the liquidation is effectuated by the managing directors in line with their power of representation hitherto, unless the liquidation is assigned to other persons by a resolution of the shareholder meeting.

**§ 8**

**Salvatorische Klausel**

Sollten einzelne Bestimmungen dieses Vertrages ganz oder teilweise unwirksam sein oder werden oder sollte der Vertrag eine Lücke enthalten, so wird die Gültigkeit der übrigen Bestimmungen dadurch nicht berührt. Der Vertrag soll vielmehr seinen Sinn und Zweck entsprechend zur Durchführung gelangen und die Lücke demgemäß geschlossen werden.

**§ 8**

**Severability Clause**

If individual provisions of this contract prove to be fully or partly void or if this contract should prove to contain an unintended omission, the remainder of the contract shall remain valid. In this case, the contract shall be implemented according to its purpose and the omission be filled accordingly.

**§ 9**

**Bekanntmachungen**

Die Bekanntmachungen der Gesellschaft werden nur im Bundesanzeiger veröffentlicht.

**§ 9**

**Publications**

Publications of the Company shall only be made in the federal gazette.

**§ 10**

**Gründungskosten**

Die Kosten der Gründung (Notariatskosten, Gerichtskosten sowie Rechts- und Steuerberatungskosten) werden bis zur Höhe von € 2.500,00 von der Gesellschaft getragen.

**§ 10**

**Formation Costs**

The Company shall bear the costs connected to the formation (the notary and court costs as well as legal and tax advice costs) up to € 2.500,00.

**§ 11**

**Sprachfassung**

Die deutsche Fassung dieses Gesellschaftsvertrages ist allein maßgeblich.

**§ 11**

**Language Version**

The German language version of these articles of association is solely authoritative.



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company Number FC039802

UK Establishment No. BR024910

The Registrar of Companies hereby certifies that

**TLI CERTA EUROPE 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 **1st September 2022**.