

OS IN01

Registration of an overseas company opening a UK establishment

FC037162



Companies House

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

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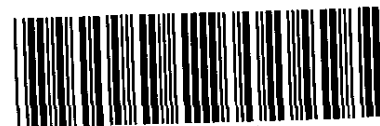
20

1

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

X What this form is NOT for
You cannot use this form to change
the details of an existing company,
officer or establishment.

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09/03/2020

COMPANIES HOUSE

#96

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

Imperial Tobacco International 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

Imperial Tobacco International GmbH United Kingdom 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

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. ❶	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.
	→ No Go to Section B2 .	
	→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
B2	Credit or financial institution	
	Is the company a credit or financial institution? ❷	❷ Please tick one box.
	<input type="checkbox"/> Yes	
	<input checked="" type="checkbox"/> No	
B3	Company details	
	If the company is registered in its country of incorporation, please enter the details below.	❶ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.
Legal form ❶	Private limited liability company /	
Country of incorporation *	Germany	❷ This will be the registry where the company is registered in its parent country.
Identity of register in which it is registered ❷	Commercial register at the Local Court of Hamburg	
Registration number in that register	H R B 1 5 5 2 2 0 <input type="text"/>	
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.	❶ This means the relevant rules or legislation which regulates the incorporation of companies in that state.
Governing law ❶		
	Is the company required to prepare, audit and disclose accounting documents under parent law?	
	→ Yes Complete the details below.	
	→ No Go to Part 3 .	

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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).

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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. ^①
- ☐ I enclose a certified translation, if applicable. ^②

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

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

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

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

C3

Constitutional documents

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

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

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

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

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

Objects of the company ^②

Amount of issued share capital ^③

^① This address will appear on the public record.

^② Please give a brief description of the company's business.

^③ Please specify the amount of shares issued and the value.

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

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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)	N/A
Surname	
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^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.

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 ^① <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 ^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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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.	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.
Name of corporate body or firm		
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.	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).
Where the company/firm is registered ^③		
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.	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
Legal form of the corporate body or firm		
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			

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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)	Can	
Surname	Gülen	
Former name(s) ²		
Country/State of residence ³	Germany	
Nationality	German	
Month/year of birth ⁴	X X m 0 m 6 y 1 y 9 y 7 y 5	
Business occupation (if any) ⁵		

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	4	
Street	Max-Born-Straße	
Post town	Hamburg	
County/Region		
Postcode	2 2 7 6 1	
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.

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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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.		① Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	Avelino		② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	Pinto de Oliveira		③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.
Former name(s) ^②			④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
Country/State of residence ^③	France		⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Nationality	French		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m0</div> <div>m9</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y7</div>		
Business occupation (if any) ^⑤			

F2	Director's service address ^⑥		
Building name/number	4		⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.
Street	Max-Born-Straße		If you provide your residential address here it will appear on the public record.
Post town	Hamburg		
County/Region			
Postcode	2 2 7 6 1		
Country	Germany		

F3	Director's authority		
	Please enter the extent of your authority as director. Please tick one box.		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.
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly	Rainer Eberlein Patricia Nadine Le Brun-Jade Can Gülen		

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Director

F1	Director details ^①	<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.</p>	<p>① Corporate details Please use Sections G1-G5 to enter corporate director details.</p>
Full forename(s)	Rainer		<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>
Surname	Eberlein		
Former name(s) ^②			
Country/State of residence ^③	Germany		
Nationality	German		
Month/year of birth ^④	X X m0 m7 y1 y9 y6 y0		
Business occupation (if any) ^⑤			

F2	Director's service address ^⑥	<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	4	
Street	Max-Born-Straße	
Post town	Hamburg	
County/Region		
Postcode	2 2 7 6 1	
Country	Germany	

F3	Director's authority	<p>Please enter the extent of your authority as director. Please tick one box.</p>
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited	<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>
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 checked="" type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	<p>Avelino Pinto de Oliveira</p> <p>Patricia Nadine Le Brun-Jade</p> <p>Can Gülen</p>	

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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)	Patricia Nadine		
Surname	Le Brun-Jade		
Former name(s) ^②			
Country/State of residence ^③	France		
Nationality	French		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m0</div> <div>m5</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y4</div>		
Business occupation (if any) ^⑤			

F2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	4		
Street	Max-Born-Straße		
Post town	Hamburg		
County/Region			
Postcode	2 2 7 6 1		
Country	Germany		

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 type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly	Rainer Eberlein Avelino Pinto de Oliveira Can Gülen		

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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 ^①

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 ^①

Registration number

① EEA

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

① 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 ^①

If applicable, the
registration number

① 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.	<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	 	

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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

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. ^①

- ☒ 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**.

^① Please tick the appropriate box.

UK establishment
registration number

B R

H4 Particulars of UK establishment ^①

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

Name of establishment Imperial Tobacco International GmbH United Kingdom Branch

Building name/number

Street Bull Close Road

Post town Nottingham

County/Region

Postcode

N G 7 2 U L

Country

United Kingdom

Date establishment
opened

^d 0 ^d 1 ^m 0 ^m 3 ^y 2 ^y 0 ^y 2 ^y 0

Business carried on at
the UK establishment

Marketing and export of tobacco and tobacco related products

^① 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)

Emma

Surname

Anstey

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

Building name/number

Street

Bull Close Road

Post town

Nottingham

County/Region

Postcode

N G 7 2 U L

Country

United Kingdom

① Service address

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

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

J3**Permanent representative's authority**

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

Extent of authority

☐ Limited ②☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone☐ Jointly ③

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

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

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

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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



X

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

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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 **Preethi Correa**

Company name **Allen & Overy LLP**

Address **One Bishops Square**

Post town **London**

County/Region **London**

Postcode **E 1 6 A D**

Country **United Kingdom**

DX

Telephone **02030884101**

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.

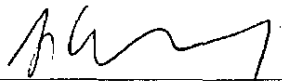
Further information

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

I refer to the enclosed copy of the articles of association of Imperial Tobacco International GmbH (the **Articles of Association**), a German entity seeking to register a UK establishment with Companies House.

Acting in my capacity as a director of Imperial Tobacco International GmbH, I hereby certify that the enclosed document is a true and accurate copy of the original version of the Articles of Association.

Signature: 

Name: Can Göleli

Position: Director

Date: 06 03 2020

GESELLSCHAFTSVERTRAG / ARTICLES OF ASSOCIATION

Imperial Tobacco International GmbH

ALLEN & OVERY

Allen & Overy LLP

0109781-0000198 HM:5211030.6

1. FIRMA, SITZ UND GESCHÄFTSJAHR

1.1 Die Firma der Gesellschaft lautet:

Imperial Tobacco International GmbH

1.2 Der Satzungssitz der Gesellschaft ist Hamburg.

1.3 Das Geschäftsjahr beginnt jeweils am 1. Oktober eines Jahres und endet am 30. September des Folgejahres. Für die Zeit vom 1. Januar 2019 bis zum 30. September 2019 wird ein Rumpfgeschäftsjahr gebildet.

2. GEGENSTAND DES UNTERNEHMENS

Der Gegenstand des Unternehmens ist

die Herstellung, der Handel, der Einkauf und der Vertrieb von Tabak, Tabakerzeugnissen und verwandten Produkten sowie anderen nikotinhalten Erzeugnissen, Genussmitteln, Halbfabrikaten, von Pfeifen, Papier, Hülsen, Accessoires, Feuerzeugen und Streichhölzern sowie von Maschinen und Maschinenteilen, der Import und Export aus und in EU- sowie Nicht-EU-Länder,

einschließlich sämtlicher mit den vorstehenden Tätigkeiten und deren ordnungsgemäßer Durchführung im Zusammenhang stehender Tätigkeiten (insbesondere Erwerb und Vergabe von Lizenzen, Abwicklung von Zollformalitäten und sonstige Dienstleistungen).

3. KAPITAL UND GESELLSCHAFTER

3.1 Das Stammkapital der Gesellschaft beträgt EUR 25.000,00 (in Worten Euro fünfundzwanzigtausend). Es ist eingeteilt in 25.000 Geschäftsanteile zu einem Nennbetrag von je EUR 1,00 (Geschäftsanteile Nr. 1-25.000).

1. COMPANY NAME, REGISTERED OFFICE AND FINANCIAL YEAR

1.1 The Company's name is

1.2 The Company's seat is Hamburg.

1.3 The financial year commences on 1 October each year and ends on 30 September of the subsequent year. From 1 January 2019 through 30 September 2019 a short financial year is established.

2. CORPORATE PURPOSE

The object of the Company is

the production of, trade in, buying and selling of tobacco, tobacco products and related products as well as other nicotine-containing products, luxury goods (*Genussmittel*), unfinished goods, pipes, papers, shells, accessories, lighters and matches as well as machines and machine parts, import and export to and from EU- and non-EU-countries,

including all activities connected to the aforementioned activities or related to their due performance (in particular receiving and giving of licences, performing customs formalities and other services).

3. SHARE CAPITAL AND SHAREHOLDERS

3.1 The Company's share capital amounts to EUR 25,000.00 (in words: Euro twenty-five thousand). The share capital is divided into 25,000 shares with a nominal amount of EUR 1.00 each (shares No. 1-25,000).

3.2 Die Teilung und Zusammenlegung von Geschäftsanteilen bedarf keines Gesellschafterbeschlusses. Sie erfolgt durch schriftliche Erklärung des teilenden bzw. zusammenlegenden Gesellschafters gegenüber der Gesellschaft.

4. GESCHÄFTSFÜHRER

Die Gesellschaft hat einen oder mehrere Geschäftsführer. Die Gesellschafterversammlung bestellt die Geschäftsführer und bestimmt ihre Zahl.

5. VERTRETUNG DER GESELLSCHAFT

5.1 Die Gesellschaft wird durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten. Hat die Gesellschaft nur einen Geschäftsführer, vertritt dieser die Gesellschaft allein.

5.2 Durch Gesellschafterbeschluss kann allen oder einzelnen Geschäftsführern Einzelvertretungsbefugnis und/oder Befreiung von dem Verbot, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte vorzunehmen, erteilt werden.

5.3 Die vorstehenden Absätze gelten für Liquidatoren entsprechend.

6. FÜHRUNG DER GESCHÄFTE

Die Geschäftsführung führt die Geschäfte der Gesellschaft nach Maßgabe der Gesetze, dieses Gesellschaftsvertrages und der Beschlüsse der Gesellschafter.

7. GESELLSCHAFTERVERSAMMLUNG

7.1 Die Beschlüsse der Gesellschafter werden in Versammlungen gefasst. Soweit nicht

3.2 The splitting and combining of shares do not require a shareholders' resolution. This takes place by means of a written declaration of the splitting/combining shareholder to the Company.

4. MANAGING DIRECTOR(S)

The Company shall have one or more managing directors. The shareholders' meeting appoints the managing directors and determines their number.

5. LEGAL REPRESENTATION OF THE COMPANY

5.1 The Company is represented by two managing directors, or by one managing director and a general proxy holder acting jointly. If the Company has only one managing director, he or she shall represent the Company alone.

5.2 By means of a shareholders' resolution all or individual managing directors may be granted authority to represent the Company alone and/or exemption from the prohibition to conduct legal transactions with the Company on his own behalf or as a representative of a third party.

5.3 The above paragraphs apply *mutatis mutandis* to liquidators.

6. MANAGEMENT

The managing directors shall conduct the Company's business in accordance with applicable law, these Articles of Association and the resolutions of the shareholders' meeting.

7. SHAREHOLDERS' MEETING

7.1 The resolutions of the shareholders shall be passed at meetings. Unless otherwise

zwingendes Recht entgegensteht, können Gesellschafterbeschlüsse auch ohne Versammlung schriftlich oder per E-Mail oder Telefax gefasst werden, wenn sich alle Gesellschafter an der Abstimmung beteiligen.

- 7.2 Gesellschafterbeschlüsse werden mit der Mehrheit der abgegebenen Stimmen gefasst, soweit nicht Gesetz oder Gesellschaftsvertrag ein größeres Mehrheitserfordernis vorsehen. Jeder Euro eines Geschäftsanteils gewährt eine Stimme.

- 7.3 Sämtliche Gesellschafterbeschlüsse sind – soweit sie nicht notariell zu beurkunden sind – zu protokollieren. Das Protokoll ist von allen Gesellschaftern zu unterzeichnen. Sämtliche Gesellschafter erhalten Ablichtungen.

- 7.4 Die Anfechtung von Gesellschafterbeschlüssen ist nur durch Klageerhebung innerhalb einer Frist von einem Monat nach Zugang des Beschlussprotokolls zulässig.

8. JAHRESABSCHLUSS

- 8.1 Die Geschäftsführer haben gemäß den gesetzlichen Vorschriften und innerhalb der gesetzlichen Fristen den Jahresabschluss (Bilanz nebst Gewinn- und Verlustrechnung samt Anhang) sowie – soweit nach dem Gesetz erforderlich – den Lagebericht aufzustellen und, falls Gesetz oder Gesellschaftsvertrag eine Prüfung vorsehen, dem Abschlussprüfer zur Prüfung vorzulegen.

- 8.2 Die Geschäftsführer haben die in Abs. 1 genannten Unterlagen – soweit eine Prüfung zu erfolgen hat, gemeinsam mit dem schriftlichen Prüfbericht des Abschlussprüfers – unverzüglich nach Fertigstellung mit ihren Vorschlägen zur Gewinnverwendung zur Beschlussfassung vorzulegen.

required by mandatory law, 'shareholders' resolutions may also be adopted outside of meetings in writing or by e-mail or telefax, if all shareholders participate in the vote.

- 7.2 Shareholders' resolutions will be passed by the majority of votes cast, unless a greater majority is required by law or these Articles of Association. Each EUR 1.00 of a share carries one vote.

- 7.3 All shareholders' resolutions – to the extent they do not need to be notarised – must be documented in minutes. The minutes shall be signed by all shareholders. All shareholders will receive copies.

- 7.4 Challenging of shareholders' resolutions is only possible by taking action within a period of one month after the receipt of the resolution minutes.

8. ANNUAL FINANCIAL STATEMENT

- 8.1 The managing directors are obliged to prepare the annual financial statements (balance sheet, profit and loss accounts and annex) and – if required by law – the management report for the previous financial year in accordance with statutory regulations and within statutory deadlines and – to the extent an audit of the annual financial statements is required by law or by the Articles of Association – provide it to the auditor.

- 8.2 The managing directors have to submit the documents specified in paragraph 1 – if an audit has taken place together with the written audit report of the auditor – without undue delay after their finalisation and together with their proposal for the appropriation of net profits to the shareholders for adoption of a shareholders' resolution on the annual

financial statements.

9. BEKANNTMACHUNGEN

Die Bekanntmachungen der Gesellschaft erfolgen, soweit sie gesetzlich zwingend vorgeschrieben sind, nur im Bundesanzeiger.

10. SCHLUSSBESTIMMUNGEN

10.1 Gerichtsstand für alle etwaigen Streitigkeiten aus diesem Vertrag ist der Sitz der Gesellschaft.

10.2 Sollten einzelne Bestimmungen dieses Gesellschaftsvertrages unwirksam oder undurchführbar sein oder werden, so berührt dies nicht die Wirksamkeit der übrigen Bestimmungen dieses Gesellschaftsvertrages. Eine unwirksame oder undurchführbare Bestimmung ist durch eine solche wirksame und durchführbare Bestimmung zu ersetzen, die dem angestrebten wirtschaftlichen Zweck der unwirksamen oder undurchführbaren Bestimmung am nächsten kommt. Entsprechendes gilt für Vertragslücken.

10.3 Die Gesellschaft trägt die notwendigen Kosten ihrer Gründung (Notar- und Gerichtsgebühren, Veröffentlichungskosten sowie Entgelte für beigezogene Anwälte und Steuerberater) in Höhe von EUR 2.500,00.

9. NOTICES

The Company's notices are published, if required by mandatory law, in the German Federal Gazette only (*Bundesanzeiger*).

10. FINAL PROVISIONS

10.1 The legal jurisdiction for all possible disputes arising from this contract is the registered seat of the Company.

10.2 If individual provisions of this contract should be or become invalid or impracticable, this shall not affect the legal validity of the remaining provisions of these articles of association. An invalid or impracticable provision shall be replaced by a valid and practicable provision, which comes as close as possible to the intended commercial purpose of the invalid or impracticable provision. The same applies to any contractual loopholes.

10.3 The Company bears the costs for its incorporation (notary and court fees, costs for publication as well as fees for legal and tax advisers) in the amount of EUR 2,500.00

I refer to the enclosed copy of the accounts as at 31 December 2018 (the **Annual Accounts**) of Imperial Tobacco International GmbH (formerly known as Vision 519. Vermögensverwaltungsgesellschaft mbH), a German entity seeking to register a UK establishment with Companies House.

Acting in my capacity as a director of Imperial Tobacco International GmbH, I hereby certify that the English translation of the Annual Accounts is a true and correct translation.

Signature: _____

Name: _____

Position: _____

Date: 06 03 2020

Beginning of Translation

FINANCIAL STATEMENTS

for the year ended 31 December 2018

Vision 519. Vermögensverwaltungsgesellschaft mbH
Management of own assets (*Verwaltung eigenen Vermögens*)

Brandstwiete 3

20457 Hamburg

BALANCE SHEET as at 31 December 2018

Vision 519. Vermögensverwaltungsgesellschaft mbH Management of own assets (*Verwaltung eigenen Vermögens*), Hamburg

ASSETS

EUR

I. Current assets

11,144.88

11,144.88

BALANCE SHEET as at 31 December 2018

Vision 519. Vermögensverwaltungsgesellschaft mbH Management of own assets, Hamburg

EQUITY AND LIABILITIES

	EUR
I. Equity	10,919.88
II. Provisions	225.00
	<u>11,144.88</u>

Hamburg, 30 April 2019


[signature]

End of Translation

As a translator for the English language, appointed by the President of the Regional Court (*Landgericht*) of Frankfurt am Main for the Hessian courts and notaries public, I confirm the following: The above English translation based on a copy of a document presented to me in the German language, a printout of which is attached, is complete, true and correct.

Frankfurt am Main, 5 March 2020

W. Heupel
Werner Heupel



The stamp is circular with a double border. The outer ring contains the name 'Werner Heupel' at the top and 'Dipl.-Übersetzer' at the bottom, separated by two small stars. The inner circle contains the text: 'Ermächtigter Übersetzer der englischen und russischen Sprache für die Gerichte und Notare im Lande Hessen'.

JAHRESABSCHLUSS

zum 31. Dezember 2018

Vision 519. Vermögensverwaltungsgesellschaft mbH
Verwaltung eigenen Vermögens

Brandstwiete 3

20457 Hamburg

BILANZ zum 31. Dezember 2018**Vision 519. Vermögensverwaltungsgesellschaft mbH Verwaltung eigenen Vermögens, Hamburg****AKTIVA**

	EUR
I. Umlaufvermögen	11.144,88
	<hr/>
	11.144,88
	<hr/>

BILANZ zum 31. Dezember 2018

Vision 519. Vermögensverwaltungsgesellschaft mbH Verwaltung eigenen Vermögens, Hamburg

PASSIVA

	EUR
I. Eigenkapital	10.919,88
II. Rückstellungen	225,00
	<hr/>
	11.144,88
	<hr/>

Hamburg, den 30. April 2019

A handwritten signature in black ink, appearing to be 'Pete B.', is written below the date.



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC037162

UK Establishment No. BR022251

The Registrar of Companies hereby certifies that

**IMPERIAL TOBACCO INTERNATIONAL GMBH UNITED
KINGDOM 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 **9th March 2020**.