

OS IN01

Registration of an overseas company opening a
UK establishment



Companies House

700006 / f20

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

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

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

WEDNESDAY



A9X1V3FD
A16 27/01/2021 #20
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

Leadenhall 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

Leadenhall 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 restrictions³

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

OS IN01

Registration of an overseas company opening a UK establishment

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

Limited. Private

Country of
incorporation *

Germany

Identity of register
in which it is
registered ❹

Commercial Register B of the Hamburg Local Court

Registration number in
that register

H R B 1 6 5 6 3 6 []

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

Germany Law "Gesellschaft mit beschränkter Haftung - GmbH"

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 1 2

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

Months

0 6

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

OS IN01

Registration of an overseas company opening a UK establishment

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).

OS IN01

Registration of an overseas company opening a UK establishment

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

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. ^③

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Objects of the company ^④

Amount of issued share capital ^⑤

^③ This address will appear on the public record.

^④ Please give a brief description of the company's business.

^⑤ Please specify the amount of shares issued and the value.

OS IN01

Registration of an overseas company opening a UK establishment

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)

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^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

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

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

D3

Secretary's authority

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

Extent of authority

- ☐ Limited ^④
☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone
☐ Jointly ^⑤

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

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

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

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1

Corporate secretary details^①

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 ^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

E3

Corporate secretary's authority

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

Extent of authority	☐ Limited ^① ☐ Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ^②
If applicable, name(s) of person(s) with whom you are acting jointly	

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

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-G3. Please use a continuation page if necessary.

Full forename(s)	Oliver Christopher Leonard
Surname	Lister
Former name(s) ^②	
Country/State of residence ^③	United Kingdom
Nationality	British
Month/year of birth ^④	X X 0 1 1 9 7 2
Business occupation (if any) ^⑤	Insurance

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 ^⑥

Building name/number	34
Street	Lime Street
Post town	London
County/Region	United Kingdom
Postcode	E C 3 M 7 A T
Country	

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	☐ Limited ^⑦ ☒ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	☒ Alone ☐ 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.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1

Corporate director details ^①

Use this section to list all the corporate directors of the company.
Please complete G1-G3. Please use a continuation page if necessary.

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

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

G2

Legal details

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^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.
Please tick one box.

Extent of authority	☐ Limited ^① ☐ Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ^②
If applicable, name(s) of person(s) with whom you are acting jointly	

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

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. ^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

Leadenhall Europe GmbH - UK Branch

Building name/number

34

Street

Lime Street

Post town

London

County/Region

London

Postcode

E C 3 M 7 A T

Country

United Kingdom

Date establishment
opened

^d0 ^d1 ^m0 ^m1 ^y2 ^y0 ^y2 ^y1

Business carried on at
the UK establishment

Insurance Broking

^① **Address**

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

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages

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

Full forename(s) Oliver Christopher Leonard
Surname Lister

J2 Permanent representative's service address¹

Building name/number 34
Street Lime Street
Post town London
County/Region London
Postcode E C 3 M 7 A T
Country

1 Service address

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

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

J3 Permanent representative's authority

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

Extent of authority
☐ Limited²
☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone
☐ Jointly³

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.

OS IN01

Registration of an overseas company opening a UK establishment

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.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

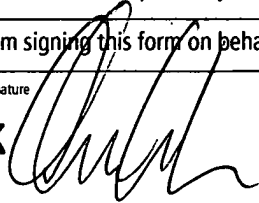
This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

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

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 Oliver Lister

Company name Leadenhall Underwriting Limited

Address 35 Lower Street

Post town Haslemere

County/Region Surrey

Postcode G U 2 7 2 N Y

Country United Kingdom

DX

Telephone 07973 922 420



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 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

D1 Secretary details¹		
Please use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E3.		1 Corporate details Please use Sections E1-E3 to enter corporate secretary details.
Full forename(s)		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		
Former name(s) ²		
D2 Secretary's service address³		
Building name/number		3 Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		
D3 Secretary's authority		
Please enter the extent of your authority as secretary. Please tick one box.		4 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. 5 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	☐ Limited⁴ ☐ Unlimited	
Description of limited authority, if applicable		
Are you authorised to act alone or jointly? Please tick one box.		
☐ Alone ☐ Jointly⁵		
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^①	
	Please use this section to list all the corporate secretaries of the company. Please complete Sections E1-E3.	
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 ^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	
E3	Corporate secretary's authority	
	Please enter the extent of your authority as corporate secretary. Please tick one box.	
Extent of authority	☐ Limited ^① ☐ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ^②	
If applicable, name(s) of person(s) with whom you are acting jointly		
	① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.	

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

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-G3. Please use a continuation page if necessary.	
Full forename(s)	Nikolaus Michael Christan	
Surname	Suhr	
Former name(s) ^②		
Country/State of residence ^③	Germany	
Nationality	German	
Month/year of birth ^④	X X m 0 y 1 y 9 y 8 y 4	
Business occupation (if any) ^⑤	Insurance Broker	

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 ^⑥	
Building name/number	95	
Street	Hoheluftchaussee	
Post town	Hamburg	
County/Region	Hamburg	
Postcode	2 0 2 5 3	
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	☒ Limited ^⑦ ☐ Unlimited	
Description of limited authority, if applicable	Needs to act jointly with Oliver Lister	
	Are you authorised to act alone or jointly? Please tick one box.	
	☐ Alone ☒ Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	Oliver Lister	

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

Corporate director

G1	Corporate director details ①	
	Please use this section to list all the corporate directors of the company. Please complete Sections G1-G3.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) or DX number.	
G2	Legal details	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered 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. Please tick one box.	
Extent of authority	☐ Limited ① ☐ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly		
	① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.	

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.	
Full forename(s)		
Surname		
J2	Permanent representative's service address^①	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative. Please tick one box.	
Extent of authority	☐ Limited ^② ☐ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Person authorised

K1	Details of person authorised to accept service of documents in the UK	
	Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2.	
Full forename(s)	Oliver Christopher Leonard	
Surname	Lister	
K2	Service address of person authorised to accept service ^①	
Building name/number	34	
Street	Lime Street	
Post town	London	
County/Region	London	
Postcode	E C 3 M 7 A T	
Country	United Kingdom	

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

Dr. MALTE IVO
Dr. JENS-OLAF LENSCHOW, LL.M.(Columbia)
Dr. JAN-THOMAS OSKIERSKI, LL.M.(Cambridge)
Notare

Urkundenrollen-Nr. 2039/2020 Os

Neuer Wall 41 - 20354 Hamburg
Tel: 040 / 36 98 99 - 0
Fax: 040 / 37 23 06
notariat@nw41.de
www.notariat-neuerwall41.de

**Verhandelt in dieser Freien und Hansestadt Hamburg
am Montag, dem 19. (neunzehnten) Oktober
2020 (zweitausendzwanzig).**

**Vor mir, dem Hamburgischen Notar
Dr. Jan-Thomas Oskierski,**

erschien heute in meinem Amtszimmer Neuer Wall 41, 20354 Hamburg:

Herr Oliver Christopher Leonard **L i s t e r** ,
geboren am 04.01.1972,
geschäftsansässig: Hoheluftchaussee 95, 20253 Hamburg,
ausgewiesen durch britischen Reisepass,

handelnd nicht für sich persönlich, sondern als einzelvertretungsberechtigter Director der Gesellschaft in Firma

LEADENHALL UNDERWRITING LIMITED,
London, UK,
eingetragen im Register des Companies House
unter Nrn. 09561498,

und erklärte zu meinem Protokoll:

Der Erschienene erklärte auf Englisch, der deutschen Sprache nicht mächtig zu sein, jedoch der englischen. Der Notar übersetzte den Inhalt der Niederschrift in die englische Sprache. Die schriftliche Übersetzung ist Teil dieser Urkunde und wurde mitverlesen.

Der Erschienene erklärte zu meinem Protokoll:

I.

Gesellschaftsgründung

Die Vertretene errichtet hiermit eine Gesellschaft mit beschränkter Haftung nach Maßgabe des als Anlage zu dieser Urkunde genommenen Gesellschaftsvertrages. Auf die Anlage wird verwiesen.

I.

Formation of a Company

The represented company forms a limited liability company under German law ("Gesellschaft mit beschränkter Haftung" – "GmbH") according to the articles of association which are attached to this deed. Reference is made to the attachment.

II.

Gesellschafterbeschluss

Sodann beschloss bzw. erklärte der Erschienene:

Zu ersten Geschäftsführern der Gesellschaft werden bestellt:

- a) Herr Nikolaus Michael Christian Sühr,
geboren am 06.06.1984,
wohnhaft in Hamburg,
- b) Herr Oliver Christopher Leonard Lister,
geb. am 04.01.1972,

II.

Shareholder resolution

Further, the appeared person declared:

As first managing directors of the Company are appointed:

- a) Mr Nikolaus Michael Christian Sühr,
Date of birth: 06.1984,
residing in Hamburg,
- b) Mr Oliver Christopher Leonard Lister,
Date of birth: 04.01.1972,

wohnhaft in Haslemere, UK.

residing in Haslemere, UK.

Jeder von ihnen ist stets einzelvertretungsberechtigt und von den Beschränkungen des § 181 BGB befreit.

Each of them is authorised to always represent the Company solely and exempted from the provision of sec. 181 of the German Civil Code ("BGB").

Die Geschäftsadresse der Gesellschaft lautet: Hoheluftchaussee 95, 20253 Hamburg.

The address of the Company is: Hoheluftchaussee 95, 20253 Hamburg.

III.

Vollmacht

Der Erschienene beauftragt und bevollmächtigt hiermit

Frau Michaela W e r n e r and/or
Frau Alexandra H e n k e und/oder
Frau Mandy B e h r i n g und/oder
Frau Julia N e u m a n n und/oder
Herrn Konrad S c h u m a c h e r

- sämtlich Neuer Wall 41, 20354 Hamburg -

und zwar je für sich allein und unter Befreiung von den Beschränkungen des § 181 BGB, alle mit der Eintragung der Gesellschaft zusammenhängenden Erklärungen abzugeben und entgegenzunehmen, insbesondere Änderungen des Gesellschaftsvertrages vorzunehmen, weitere Gesellschafterbeschlüsse zu fassen und Anmeldungen zum Handelsregister zu unterzeichnen. Die Vollmacht erlischt mit der Eintragung der Gesellschaft im Handelsregister.

Sämtliche Genehmigungserklärungen für diesen Vertrag gelten mit dem Eingang beim Notar als abgegeben und den Beteiligten als zugegangen.

IV.

Hinweise

Der Notar hat unter anderem auf Folgendes hingewiesen:

1) Die GmbH entsteht erst mit ihrer Eintragung in das Handelsregister. Erst mit

III.

Power of Attorney

The person appeared hereby commissions and authorises

Ms. Michaela W e r n e r and/or
Mrs. Alexandra H e n k e and/or
Mrs. Mandy B e h r i n g and/or
Mrs. Julia N e u m a n n and/or
Mr. Konrad S c h u m a c h e r

- all with the address Neuer Wall 41, 20354 Hamburg -

each of them solely and exempted from the provision of sec. 181 BGB, to make all necessary declarations in connection with the registration of the Company, in particular to make changes to the articles of association, pass further shareholder resolutions, and sign and submit filings to the commercial register. This Power of Attorney expires when the Company is registered in the commercial register.

All approval declarations concerning this contract are deemed delivered to all parties when delivered to the notary.

IV.

Advice

The notary pointed out:

1) The Company is only legally established when registered in the commercial

diesem Zeitpunkt tritt eine Beschränkung der Haftung der Gesellschafter ein.

2) Alle Gesellschafter haften auch gegenseitig für die Aufbringung und Erhaltung des Stammkapitals.

3) Falsche Angaben im Zusammenhang mit der Gründung der Gesellschaft können zur Schadensersatzpflicht der Beteiligten führen und strafrechtliche Folgen haben (§§ 9a, 82 GmbHG).

4) Die Gesellschafter haften für die Wertdifferenz zwischen dem Stammkapital und dem Gesellschaftsvermögen, die sich am Stichtag der Eintragung als Vorbelastung der GmbH ergibt (Verpflichtung zum Ausgleich einer Unterbilanz).

5) Der Notar und das Registergericht prüfen nicht, ob der Gegenstand des Unternehmens einer staatlichen Genehmigung bedarf. Die Einholung einer derartigen Genehmigung ist Sache der Gesellschaft.

6) Es empfiehlt sich, zu steuerrechtlichen Fragen einen Steuerberater einzuschalten; der Notar hat insoweit nicht beraten.

register; only at that point is the liability of the shareholders limited.

2) All shareholders are mutually responsible for the paying in and the preservation of the statutory capital.

3) False information given in the context of the formation of the company may cause the responsibility of the shareholders for damages and may lead to criminal liability (sec. 9a and sec. 82 of the German Code on Limited Liability Companies ("GmbHG")).

4) The shareholders are personally responsible in case of a difference between the value of the Company's assets and the amount of the share capital on the date of the registration of the company (duty to settle negative share capital).

5) The notary and the district court responsible for the commercial register do not examine whether the object of the Company requires a state authorisation; the application for such authorisation is the responsibility of the Company.

6) It is recommended to consult a tax advisor with regard to tax matters. In that respect, the notary has provided no advice.

Die Niederschrift nebst Anlage wurde vorgelesen, genehmigt und eigenhändig, wie folgt unterschrieben:

L.S.Not.

gez. Oliver Christopher Leonard Lister
gez. Dr. Jan-Thomas Oskierski Notar



Anlage zur Urkunde des Notars Dr.
Jan-Thomas Oskierski vom 19.10.2020
(UR-Nr. 2039/2020)

Attachment to the Deed of the Notary Dr. Jan-Thomas Oskierski dated
19.10.2020 (Deed No. 2039/2020)

GESELLSCHAFTSVERTRAG
der Leadenhall Europe GmbH

Articles of Association
of Leadenhall Europe GmbH

§ 1

Firma, Sitz

1. Die Firma der Gesellschaft lautet:

Leadenhall Europe GmbH.

2. Der Sitz der Gesellschaft ist Hamburg.

§ 2

Gegenstand

1. Gegenstand des Unternehmens 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.

§ 3

Dauer, Geschäftsjahr

1. Die Gesellschaft wird auf unbestimmte Dauer errichtet.
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.

§ 1

Business Name, Registered Seat

1. The business name of the Company is:

Leadenhall Europe GmbH.

2. The registered seat of the Company is Hamburg.

§ 2

Object

1. The object of the Company is intermediation of primary insurance and of 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

Duration, Financial Year

1. The Company is formed for an indefinite period of time.
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 31st of 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 Leadenhall Underwriting Limited, London, UK, 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 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 Leadenhall Underwriting Limited, London, UK, 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 cash 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 Gesellschafterbeschluss Einzelvertretungsbefugnis eingeräumt und Befreiung von den Beschränkungen des § 181 BGB erteilt werden.
3. Vorstehende Regelungen gelten in gleicher Weise für Liquidatoren.

§ 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 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.

§ 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. 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.

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, Veröffentlichungskosten 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 costs of publication, and 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.

*Certified as a true copy of the original, except
Day of birth removed.*
 26/1/21

13

Amtsgericht Hamburg

Segment Freiwillige Gerichtsbarkeit
- Registergericht -

Amtsgericht Hamburg, Abt. 66, 20348 Hamburg
HRB 165636

Herrn Notar
Dr. Jan-Thomas Oskierski
Neuer Wall 41
20354 Hamburg

Postanschrift:
20348 Hamburg

Hausanschrift/Lieferanschrift:
Caffamacherreihe 20, 20355 Hamburg

Telefon 040-1115
Durchwahl 040-42843-3938
Telefax 040-427983-240

Sprechzeiten: 09.00 - 14.00 Uhr
Aktenausgabe: 09.00 - 13.00 Uhr
Öffentliche Verkehrsmittel: U2 Gänsemarkt

Ihr Zeichen, Ihre Nachricht vom
09-2278-20 mw

hiesige Geschäfts-Nr.
HRB 165636 (Fall 1)

Datum
18.11.2020

Eintragung im Handelsregister B betreffend **Leadenhall Europe GmbH**

Sehr geehrter Herr Notar Dr. Oskierski,

auf dem Registerblatt HRB 165636 ist die nachstehend wiedergegebene Eintragung erfolgt.

Mit freundlichen Grüßen

Bukatsich
Justizfachangestellte

Dieses Schreiben ist maschinell erstellt und auch ohne Unterschrift wirksam

Beachten Sie bitte den Warnhinweis auf der letzten Seite!

Das Handelsregister ist jetzt auch bundesweit Online.

Über das Internet können Sie bundesweit zeit- und kostensparend Informationen aus den Handels-, Genossenschafts-, Partnerschafts- und Vereinsregistern auch außerhalb der Geschäftszeiten des Amtsgerichtes selbst abrufen. Nähere Informationen zur Registrierung und zum Abruf finden Sie unter
www.handelsregister.de

Eintragungen beim Amtsgericht Hamburg im Handelsregister B 165636

1.

Nummer der Eintragung: 1

2.

a) Firma:

Leadenhall Europe GmbH

b) Sitz, Niederlassung, Inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

Hamburg

Geschäftsanschrift:

Hoheluftchaussee 95, 20253 Hamburg

c) Gegenstand des Unternehmens:

Gegenstand des Unternehmens ist die Vermittlung von Erst- und Rückversicherungen aller Art, sowie die Erbringung von wirtschaftlichen Beratungsleistungen.

3.

Grund- oder Stammkapital:

25.000,00 EUR

4.

a) Allgemeine Vertretungsregelung:

Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten.

Alleinvertretungsbefugnis kann erteilt werden. Geschäftsführer können ermächtigt werden, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte vorzunehmen.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:
Geschäftsführer:

Sühr, Nikolaus Michael Christian, Hamburg, 06.1984

einzelvertretungsberechtigt; mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.

Geschäftsführer:

Lister, Oliver Christopher Leonard, Haslemere / Vereinigtes Königreich, 01.1972

einzelvertretungsberechtigt; mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.

6.

a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Gesellschaft mit beschränkter Haftung

Gesellschaftsvertrag vom 19.10.2020

7.

a) Tag der Eintragung:

17.11.2020

Willamowius

b) Bemerkungen:

Fall 1

Aktuelle Warnung vor irreführenden und betrügerischen Zahlungsaufforderungen

Dem Registergericht ist bekannt geworden, dass eine Reihe von Verlagen und Werbediensten die vom Gesetz geforderten online-Veröffentlichungen der anliegenden Registereintragung zum Anlass nehmen, Ihnen ein Angebot über eine Eintragung in ein Adress- oder Gewerbeverzeichnis **privater** Art zu unterbreiten. Die Angebote sind zum Teil Anzeigenauszüge, die über eine erfolgte Handelsregistereintragung informieren sollen. Hierbei handelt es sich um **privatrechtliche** Vertragsangebote, die mit dem gerichtlichen Verfahren nichts zu tun haben.

Des Weiteren übersenden private Firmen im Anschluss an eine aktuelle gerichtliche Veröffentlichung bzw. Bekanntmachung Schreiben, welche den **Anschein einer amtlichen Gerichtskostenrechnung** erwecken und in denen Sie als Gegenleistung für die Veröffentlichung zur Zahlung aufgefordert werden.

Die Rechnung für die anliegende Registereintragung erhalten Sie jedoch nur von der Justizkasse Hamburg. Bitte prüfen Sie genau die vorliegenden Rechnungen und zahlen Sie für die Registereintragung nur an das Konto der Justizkasse Hamburg.

Die Bankverbindung der Justizkasse Hamburg lautet:

Bundesbank, Filiale Hamburg
IBAN DE10 2000 0000 0020 001501, BIC MARKDEF1200

*Coathead as a true copy of the Original,
except day of Birth removed*
[Signature] 26/1/21

FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC038005**

UK Establishment No. BR023097

The Registrar of Companies, hereby certifies that

LEADENHALL 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 **10th February 2021**



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES