

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment



Companies House

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

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

☒ **What this form is NOT**
You cannot use this form
the details of an existing
officer or establishment.

FRIDAY

AA2JSB82
A02 16/04/2021 #107
COMPANIES HOUSE
AA12K2ZS
A10 26/03/2021 #262
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name^①

Xact European Solutions ApS

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

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

A3 Overseas company name restrictions^③

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐

I confirm that the proposed company name contains sensitive or
restricted words or expressions and that approval, where appropriate,
has been sought of a government department or other specified body
and I attach a copy of their response.

^③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1 Particulars previously delivered

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

→ No Go to Section B2.

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

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

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

B3 Company details

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

Legal form ❸

Xact European Solutions ApS

Country of
incorporation *

Denmark

Identity of register
in which it is
registered ❹

Erhvervsstyrelsen

Registration number in
that register

4 2 1 6 0 7 8 4

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

Danish

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 5

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

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B5

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation. ^①

☐ 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.

^① 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

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. ^①

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 ^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.

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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)

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.

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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-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	<input type="checkbox"/> Limited ^① <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^②</p>
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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Director

F1

Director details¹

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)	Rupert Francis
Surname	Osborn
Former name(s) ²	
Country/State of residence ³	UK
Nationality	British
Month/year of birth ⁴	X X 0 1 1 9 6 1
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 address⁶

Building name/number	35
Street	Greenholm Road
Post town	
County/Region	London
Postcode	S E 9 I U Q
Country	UK

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 type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ⁸
If applicable, name(s) of person(s) with whom you are acting jointly	Elena Hove-Aggerholm

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****Director****F1****Director details [ⓐ]**

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)	Elena								
Surname	Hove-Aggerholm								
Former name(s) [ⓑ]	Elena Bodreva								
Country/State of residence [ⓒ]	Denmark								
Nationality	Danish								
Month/year of birth [ⓓ]	X X <table><tr><td>m</td><td>1</td><td>2</td></tr></table> <table><tr><td>y</td><td>1</td><td>9</td><td>7</td><td>5</td></tr></table>	m	1	2	y	1	9	7	5
m	1	2							
y	1	9	7	5					
Business occupation (if any) [ⓔ]									

ⓐ Corporate details

Please use Sections G1-G3 to enter corporate director details.

ⓑ 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.

ⓒ Country/State of residence

This is in respect of your usual residential address as stated in Section F5.

ⓓ Month and year of birth

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

ⓔ Business occupation

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

F2**Director's service address [ⓐ]**

Building name/number	99
Street	Buddingevey
Post town	Lyngby
County/Region	
Postcode	2 8 0 0 K G S
Country	Denmark

ⓐ 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 [ⓑ] <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 [ⓒ]
If applicable, name(s) of person(s) with whom you are acting jointly	Rupert Francis Osborn

ⓑ 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.

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

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Corporate director

G1

Corporate director details ^①

Use this section to list all the corporate directors of the company.
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.

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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.

^① **Address**

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

Name of establishment Xact European Solutions ApS

Building name/number 6

Street Lloyds Avenue

Post town

County/Region London

Postcode E C 3 N 3 A X

Country

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

Date establishment opened ^d1 ^d2 ^m0 ^m3 ^y2 ^y0 ^y2 ^y1

Business carried on at the UK establishment Not yet started trading - an insurance broker - see FCA authorisation

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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) Rupert Francis

Surname Osborn

J2 Permanent representative's service address^①

Building name/number 6

Street Lloyds Avenue

Post town

County/Region London

Postcode E C 3 N 3 A X

Country

① Service address

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

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

J3 Permanent representative's authority

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

Extent of authority
☐ Limited^②
☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone
☐ Jointly^③

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

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

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

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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)

Rupert Francis

Surname

Osborn

K2

Service address of person authorised to accept service ①

Building name/number

6

Street

Lloyds Avenue

Post town

County/Region

London

Postcode

E C 3 N 3 A X

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.

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 Stewart Juniper

Company name Xact Risk Solutions Ltd

Address 6 Lloyds Avenue

Post town

County/Region London

Postcode E C 3 N 3 A X

Country UK

DX

Telephone 07793 536043



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



Date: 08.03.2021

Xact EuropeanSolutions ApS

CVR number	42160784
Address	c/o Hove-Aggerholm Buddingevej 99
Postal code and city	2800 Kongens Lyngby
Start date	06.02.2021
Business type	Anpartsselskab
Advertising protection	Yes -
Status	Normal

Expanded business information

Telephone	51866667
Email	Eaggerholm@xactrisk.com
Municipality	Gladsaxe
Activity code	662200 Forsikringsagenters og forsikringsmæglers virksomhed
Objects	Selskabets formål er, at drive forsikringsformidlings-virksomhed samt dermed beslægtet virksomhed.
Registered for VAT	Look it up at skat.dk
Financial year	From 01.01 to 31.12
Latest articles of association	06.02.2021
Classes of shares	Nej
Registered capital	40.000,00 DKK

Erhvervsstyrelsen, Langelinie Allé 17, 2100 København Ø

The information in this document is from The Central Business Register (CVR). The data may not be used in any way which suggests that the Danish Business Authority endorses, supports, recommends or markets the user of the data, or the services or products of the user of the data. The Danish Business Authority is not liable for the content and origin of the data, nor is it liable for any errors and omissions in the data, including for any loss or damage caused by its use.

First accounting period 06.02.2021 - 31.12.2021

Date of concession Finanstilsynets tilladelsesdato (koncessionsdato) 25.02.2021

Power to bind, key individuals and auditor

Powers to bind Selskabet tegnes af den samlede direktion.

Management (Direktør)
Rupert Francis Osborn
Storbritannien

(Direktør)
Elena Hove-Aggerholm
Buddingevej 99
2800 Kongens Lyngby
Danmark

Founders Xact Risk Solution
3rd Floor, 6 Lloyd's Ave, London
Storbritannien

CONSULTINGME IVS
Buddingevej 99
2800 Kgs. Lyngby

Ownership

Legal owners Xact Risk Solution
3rd Floor, 6 Lloyd's Ave, London
Storbritannien
Pct. of share capital: 90-99,99%
Pct. of voting rights: 90-99,99%
Date of change: 06.02.2021

CONSULTINGME IVS
Buddingevej 99
2800 Kgs. Lyngby
Pct. of share capital: 10-14,99%
Pct. of voting rights: 10-14,99%
Date of change: 06.02.2021

Beneficial owners The business has no beneficial owners and the management is therefore recognised as the beneficial owners.

Production units

Name Xact EuropeanSolutions ApS

Erhvervsstyrelsen, Langelinie Allé 17, 2100 København Ø

The information in this document is from The Central Business Register (CVR). The data may not be used in any way which suggests that the Danish Business Authority endorses, supports, recommends or markets the user of the data, or the services or products of the user of the data. The Danish Business Authority is not liable for the content and origin of the data, nor is it liable for any errors and omissions in the data, including for any loss or damage caused by its use.

P-number	1026847350
Address	c/o Hove-Aggerholm Buddingevej 99
Postal code and city	2800 Kongens Lyngby
Start date	06.02.2021
Sector code	662200 Forsikringsagenters og forsikringsmæglernes virksomhed
Advertising protection	Yes -
Telephone	51866667
Email	Eaggerholm@xactrisk.com

Registration history (in Danish)

25.02.2021 Nye selskaber

CVR number: 42160784

Navn og adresse:

Xact EuropeanSolutions ApS
c/o Hove-Aggerholm, Buddingevej 99, 2800 Kongens Lyngby

Stiftelsesdato: 06.02.2021.

Seneste vedtægtsdato: 06.02.2021.

Tilladelse af: 25.02.2021

Kapital:

kr. 40.000,00.

Kapitalklasser: Nej

Indbetalingsmåde: Indbetalt kontant kr. 40.000,00 til kurs 100,00, fuldt indbetalt.

Stiftere:

Xact Risk Solution, 3rd Floor, 6 Lloyd's Ave, London, Storbritannien, den 06.02.2021, CVR-NR. 36457805
CONSULTINGME IVS, Buddingevej 99, 2800 Kgs. Lyngby, den 06.02.2021.

Direktion:

adm direktør Elena Hove-Aggerholm, den 06.02.2021, Rupert Francis Osborn, den 06.02.2021.

Selskabet tegnes af den samlede direktion.

Første regnskabsår:

06.02.2021 - 31.12.2021.

Erhvervsstyrelsen, Langelinie Allé 17, 2100 København Ø

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Regnskabsår:

01.01 - 31.12.

Formål:

Selskabets formål er, at drive forsikringsformidlings-virksomhed samt dermed beslægtet virksomhed.

Finanstilsynet har den 25. februar 2021 givet virksomheden tilladelse til at udøve forsikringsformidling, jf. § 3, stk. 1, i lov om forsikringsformidling, lov nr. 378 af 2. april 2020.

Confirm this a true copy of the registration of the Company issued by the Danish Government



Director

12/3/2021

Erhvervsstyrelsen, Langelinie Allé 17, 2100 København Ø

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STIFTELSESDOKUMENT

Xact European Solutions ApS

Stifter:

Cosulting Me IVS, cvr: 3645780, Buddingevej 99, 2800 Kgs. Lyngby
ved Elena Hove-Aggerholm,

Og

Xact Risk Solution, Cvr UK: 590914, adr.: 1 Westferry Circus, Canary Wharf,
London, E14 4HD, ved Rupert Francis Osborn, Paul Robin Goodman og
Christopher Felix Boyce,
har d.d. stiftet et anpartsselskab med navnet: **Xact European Solutions
ApS**. Selskabes adresse er Buddingevej 99, 2800 Lyngby.

Vedtægter

Selskabets vedtægter er vedhæftet som Bilag A.

Retsvirkning

Stiftelsen af selskabet skal have retsvirkning fra den 06.02.2021.

Ledelse

Indtil selskabets første ordinære generalforsamling ledes selskabet af
direktion. Til selskabets direktion vælges:
Rupert Francis Osborn og Elena Hove-Aggerholm.

Revisionspligt:

Indtil selskabets første ordinære generalforsamling har selskabet
fravalgt revisionspligt.

Selskabskapital:

Selskabskapitalen udgør nominelt kr. 40.000, i antal af 10.000 ordinære
anparter à 4,00 kr.

Xact Risk Solution tegner 9.000 aktier for 36.000 DKK.

Cosulting Me IVS tegner 1.000 anparter for 4.000 DKK.

I alt nominelt kr. 40.000.

Ovennævnte har givet bindende tegningstilsagn, og tegning sker til kurs 100. Indskudskapitalen indbetales til klientkonto i Vivolex Advokatfirma.

Tegning og indbetaling af anparter

Alle anparter er fuldt indbetalt.

Omkostninger ved stiftelsen:

Omkostningerne i forbindelse med stiftelsen afholdes af selskabet.

Omkostningerne forventes at beløbe sig til ca. 15.000 DKK eksklusive moms.

Fuldmagt til anmeldelse:

Stifter bemyndiger Silas Hecht, Advokat ved Vivolex Advokatfirma til, at foretage de i forbindelse med selskabets stiftelse nødvendige registreringer hos Erhvervsstyrelsen.

Undertegnede stifter her ved selskabet ved underskrift:

Dato: 6. februar 2021.

Rupert Francis Osborn,



Paul Robin Goodman



Christopher Felix Boyce Mays



Elena Hove-Aggerholm

English translation

Memorandum of association

Founders:

Cosulting Me IVS, cvr: 3645780, Buddingevej 99, 2800 Kgs. Lyngby
by Elena Hove-Aggerholm,

And

Xact Risk Solution, Cvr UK: 590914, 1 Westferry Circus, Canary Wharf, London, E14 4HD, by Rupert Francis Osborn, Paul Robin Goodman and

Christopher Felix Boyce Mays

has today founded a private limited company ApS with the legal name:

Xact European Solutions ApS, adr.: Buddingevej 99, 2800 Lyngby.

Articles of Association

The company's articles of association are attached as Appendix A.

Legaleffect

The formation of the company will have legal effect from 06.02.2021.

Management:

Until the company's first annual general meeting, appointed directors are:

Rupert Francis Osborn and Elena Hove-Aggerholm.

Audit obligation:

Until the company's first annual general meeting, the company will not use an audit for accounting purposes.

Share capital:

The share capital amounts to a nominal amount of DKK 40,000, in the number of 10,000 ordinary shares of 4.00 DKK.

Xact Risk Solution subscribes for 9,000 shares for DKK 36,000.

Cosulting Me IVS subscribes 1,000 shares for DKK 4,000.

A total nominal amount DKK 40,000.

The above has given binding subscription commitments, and subscription takes place at index of 100.

The company capital is paid into an account of Vivolex Advokatfirma (lawyer).

Subscription and payment of shares

All shares are fully paid.

Costs of the foundation:

The costs of the foundation are borne by the company. The costs are expected to amount to approx. 15,000 DKK excluding Danish VAT.

Power of attorney for review:

Founder authorizes Silas Hecht, Lawyer at Vivolex Advokatfirma, to make the necessary registrations with the Danish Business Authority in connection with the company's founding.

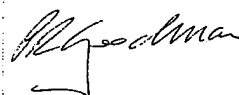
The undersigned hereby forms the company by signature:

Date: February 6, 2021.

Rupert Francis Osborn,



Paul Robin Goodman




Christopher Felix Boyce Mays



Elena Hove-Aggerholm

I hereby confirm this is a true and accurate translation of the Danish articles

Rupert Osborn Chairman of the Board



VEDTÆGTER

Xact European Solutions ApS

§1 Selskabets navn og formål

Selskabets navn er Xact European Solutions ApS.

Selskabets formål er, at drive forsikringsformidlings-virksomhed samt dermed beslægtet virksomhed.

§2 Selskabskapital, anparter og ejerbog

Selskabskapitalen er på nominelt 40.000,00 DKK antal af 10.000 ordinære anparter à 4,00 kr.

Selskabets anpartskapital er fuldt indbetalt.

Hver anpart giver én (1) stemme på generalforsamlingen. Ingen anparter har særlige rettigheder.

Selskabets ejerbog skal være tilgængelig elektronisk for selskabets anpartshavere. Anparterne er ikke omsætningspapirer. Selskabet udsteder ikke ejerbeviser.

§ 3 Generalforsamling

Generalforsamlinger indkaldes af direktionen med mindst 2 ugers og højst 4 ugers varsel ved brev eller e-mail til de noterede kapitalejere eller den af disse til selskabets ejerbog opgivne adresse.

Selskabets generalforsamlinger afholdes på selskabets hjemsted eller i Storkøbenhavn.

Selskabets ordinære generalforsamling afholdes i så god tid, at årsrapporten kan modtages i Erhvervsstyrelsen inden udløbet af fristen i årsregnskabsloven, dvs. senest 5 måneder efter regnskabsårets udløb.

En anpartshaver, der ønsker at deltage i en generalforsamling, skal meddele det til selskabet senest tre dage før generalforsamlingen.

Dagsordenen for den ordinære generalforsamling skal omfatte:

❖ Valg af dirigent.

- ❖ Ledelsens beretning om selskabets virksomhed i det forløbne år.
- ❖ Fremlæggelse af årsrapport med til godkendelse.
- ❖ Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport.
- ❖ Valg af direktion.
- ❖ Eventuelle forslag fra direktion eller kapitalejere.

På generalforsamlingen giver hver anpart én (1) stemme. Alle beslutninger, vedtages på generalforsamlingen med simpel stemmeflerhed, medmindre selskabsloven foreskriver et større stemmeflertal.

Følgende beslutninger kan alene vedtages ved enstemmighed:

- ❖ Væsentlige udvidelser af eller indskrænkninger i Selskabets forretningsområder.
- ❖ Etablering af datterselskaber og/eller associerede selskaber eller køb af ejerandele i andre selskaber.
- ❖ Enhver disposition over fast ejendom eller andre væsentlige aktiver, herunder køb salg eller leje.
- ❖ Sikkerhedsstillelse og/eller påtagelse af kautionsforpligtelser med Selskabets midler.
- ❖ Afhændelse af kapitalandele.

§ 4 Selskabets ledelse

Generalforsamlingen vælger direktion bestående af 1-4 medlemmer.

Selskabet ledes af direktionen. Generalforsamlingen ansætter og afskediger direktionen.

§ 5 Tegningsregel

Selskabet tegnes af den samlede direktion.

§ 6 Regnskabsår og Revision

Selskabets regnskabsår er fra 1/1 til 31/12.

Selskabets første regnskabsår går fra stiftelsen til 31/12 2022.

Selskabets årsrapporter skal ikke revideres.

§ 7 Elektronisk kommunikation

Selskabet og anpartshaverne kan anvende elektronisk dokumentudveksling og elektronisk post i deres kommunikation med hinanden.

Indkaldelse til generalforsamling, herunder dagsorden, beslutningsforslag, årsrapport og andre dokumenter; tilmelding til generalforsamling; referat af generalforsamling; ejerbog og andre generelle og individuelle oplysninger kan kommunikeres elektronisk.

Kommunikation mellem selskab og anpartshavere foregår via de elektroniske adresser, som de har oplyst over for hinanden.

Oplysning om kravene til de anvendte systemer og om fremgangsmåden i forbindelse med elektronisk kommunikation kan fås ved henvendelse til selskabet.

Således vedtaget den 06. februar 2021:

Rupert Osborn



Paul Goodman



Chris Mays



Elena Hove-Aggerholm

Articles of Association

Xact European Solutions ApS

§1 The company's name and purpose

The company's name is Xact European Solutions ApS.

The company's purpose is to run an insurance intermediary business and related business.

§2 Share capital, shares and register of shareholders

The share capital is at a nominal DKK 40,000.00 number of 10,000 ordinary shares at price 4.00 kr. The company's share capital is fully paid.

Each share gives 1 vote at the general meeting. No shares have special rights.

The company's owner's register must be available electronically to the company's shareholders.

The shares are not negotiable instruments. The company does not issue ownership certificates.

§3 General Meeting

General meetings are convened by the Executive Board with a minimum of 2 weeks and a maximum of 4 weeks' notice by letter or e-mail to the listed shareholders or the address given by them to the company's register of shareholders.

The company's general meetings are held at the company's domicile or in Copenhagen.

The company's annual general meeting is called in good time so that

the annual report can be received by the Danish Business Authority before the expiry of the deadline in the Danish Financial Statements Act, i.e. no later than 5 months after the end of the financial year.

A shareholder who wishes to attend a general meeting must notify the company no later than three days before the actual general meeting.

The agenda for the annual general meeting must include:

- ❖ Election of conductor.
- ❖ Management's report on the company's activities in the past year.
- ❖ Submission of annual report for approval.
- ❖ Decision on the use of profits or coverage of losses in accordance with the approved annual report.
- ❖ Election of management.
- ❖ Any proposals from the Executive Board or shareholders.

At the general meeting, each party gives 1 (one) vote.

All resolutions are adopted at the general meeting by a simple majority of votes, unless the Danish Companies Act prescribes a larger majority of votes.

The following decisions may be adopted only by unanimity:

- ❖ Significant expansions or restrictions in the Company's business areas.
- ❖ Establishment of subsidiaries and / or associated companies or acquisition of ownership interests in other companies.
- ❖ Any disposition of real estate or other significant assets, including purchase, sale or rent.
- ❖ Security and / or assumption of surety obligations with the Company's funds.
- ❖ Disposal of shares.

§ 4 The company's management

The general meeting elects an executive board, than may consist of 1-4 members.

The company is managed by the Executive Board. The general meeting hires and fires the Executive Board.

§ 5 Power to bind the Company

The Company is bound by the signatures of the entire Executive Board.

§ 6 Financial year and Audit

The company's financial year is from 1/1 to 31/12.

The company's first financial year runs from the foundation to 31/12 2022. The company's annual reports will not be audited.

§ 7 Electronic communication

The company and the shareholders may use electronic document exchange and electronic mail in their communication with each other.

Notice of general meeting, including agenda, resolution, annual report and other documents; registration for the general meeting; minutes of the general meeting; owner's book and other general and individual information can be communicated electronically.

Communication between the company and the shareholders takes place via email addresses that are provided.

Information on the requirements for the systems used and on the procedure in connection with electronic communication can be obtained by contacting the company.

Adopted and signed on 06 February 2021:

Rupert Osborn



Paul Goodman



Chris Mays



Elena Hove-Aggerholm

I confirm that this is a true and accurate translation of the Danish
Rupert Osborn Chair of the Board



European Solutions ApS

adr. Buddingevej 99, 2800 Lyngby-DK tlf. +45 51 86 66 67

UK Branch 6 Lloyd's Avenue | London | Tel: +44 (0) 203 897 8180

Board Meeting : 4th March 2021 10.00 am

In attendance: Rupert Osborn, Paul Goodman and Elena Hove- Aggerholm
Apologies :Chris Mays

Agenda:

The formal creation of the Branch office

It was confirmed by RO that we now had the approval of the FCA that the branch office would be an AR of XRS. It was also confirmed that we now had the required bank accounts open and subject to confirmation from the Danish FSA they did not need to formal approve the opening of the branch office it was agreed that we would formally incorporate the branch office with effect from 12th March 2021.

All agreed unaimously and as there was no other business the meeting closed at 10.15am

True minutes and reflection of the meeting

Signed :



Rupert Osborn
Chair of the Board

FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC038272**

UK Establishment No. BR023365

The Registrar of Companies, hereby certifies that

XACT EUROPEAN SOLUTIONS APS

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 **28th April 2021**



Companies House



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