

002119/20

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



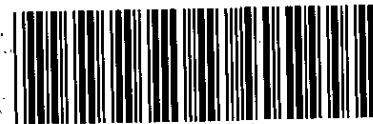
Companies House

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 for**  
You cannot use this form to register a  
UK establishment.

TUESDAY



\*AAA3CN08\*

A11

03/08/2021

#224

COMPANIES HOUSE

ase

use

### Part 1

### Overseas company details (Name)

For official use

A1

#### Corporate name of overseas company

Corporate name<sup>1</sup>

ACD-Elektronik GmbH

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

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

#### → Filling in this form

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

All fields are mandatory unless  
specified or indicated by \*

<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated.

A2

#### Alternative name of overseas company \*

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

Alternative name  
(if applicable) <sup>2</sup>

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

A3

#### Overseas company name restrictions<sup>3</sup>

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

☐

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

#### <sup>3</sup> Overseas company name restrictions

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

**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 numberB R        **B2 Credit or financial institution**

Is the company a credit or financial institution? ❷

☐ Yes☒ No

❷ Please tick one box.

**B3 Company details**

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

Legal form ❸

Private limited company

Country of  
incorporation \*

Germany

Identity of register  
in which it is  
registered ❹

Commercial court Ulm

Registration number in  
that registerH R B 6 4 0 2 4 2 

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 ❶

Germany

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

→ Yes Complete the details below.

→ No Go to **Part 3**.

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

From

d d m m

To

d d m m

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

Months

❶ 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

③ This address will appear on the public record.

Building name/number

Street

Engelberg 2

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

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

Post town

Achstetten

County/Region

Baden Württemberg

Postcode

8 8 4 8 0

Country

Germany

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

Objects of the company ⑥

ACD Elektronik provides hardware and software solutions for portable devices and applications used in retail business, logistics and industry

Amount of issued share capital ⑦

1.000.000 Euro

# 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<sup>①</sup>

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

Full forename(s)

Surname

Former name(s)<sup>②</sup>

#### ① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details.

#### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

### D2

### Secretary's service address<sup>③</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ③ Service address

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

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

### D3

### Secretary's authority

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

Extent of authority

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

Description of limited authority, if applicable

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

- ☐ Alone
- ☐ Jointly <sup>⑤</sup>

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

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

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

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate secretary

E1 Corporate secretary details <sup>①</sup>	
Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E3. Please use a continuation page if necessary.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

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

E2 Legal details	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered <sup>②</sup>	
If applicable, the registration number	

**② Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register**

E3 Corporate secretary's authority	
Please enter the extent of your authority as corporate secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>①</sup> <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>②</sup>
If applicable, name(s) of person(s) with whom you are acting jointly	

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

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

# OS IN01

## Registration of an overseas company opening a UK establishment

### Director

**F1**

#### Director details<sup>①</sup>

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

Full forename(s)	Andreas
Surname	Zwissler
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	Germany
Nationality	German
Month/year of birth <sup>④</sup>	X X 0 3 1 9 6 9
Business occupation (if any) <sup>⑤</sup>	Managing Director

#### ① Corporate details

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

#### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

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

#### ⑤ Business occupation

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

**F2**

#### Director's service address<sup>⑥</sup>

Building name/number	
Street	Engelberg 2
Post town	Achstetten
County/Region	Baden Württemberg
Postcode	8 8 4 8 0
Country	Germany

#### ⑥ Service address

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

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

**F3**

#### Director's authority

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

Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>
If applicable, name(s) of person(s) with whom you are acting jointly	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# OS IN01

## 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	<input type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.  <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ②
If applicable, name(s) of person(s) with whom you are acting jointly	

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.  
  
② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# 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. <sup>①</sup>

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

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

UK establishment  
registration number

B R

### H4 Particulars of UK establishment <sup>①</sup>

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

<sup>①</sup> Address

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

Name of establishment ACD-Elektronik GmbH

UK Branch

Building name/number

Street 217 Christchurch Road

Post town Ringwood

County/Region Hampshire

Postcode B H 2 4 3 A N

Country UK

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

Date establishment opened 2 4 0 6 2 0 2 1

Business carried on at the UK establishment Import Sales, Import Repair Service

**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) Jonathan

Surname Dawson

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

Building name/number

Street 217 Christchurch Road

Post town Ringwood

County/Region Hampshire

Postcode B H 2 4 3 A N

Country UK

**① Service address**

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

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

**J3 Permanent representative's authority**

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

Extent of authority

☒ Limited <sup>②</sup>

☐ Unlimited

Description of limited authority, if applicable

Is authorised to communicate, translation with management of parent company

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

☐ Alone

☒ Jointly <sup>③</sup>

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

Andreas Zwissler

<sup>②</sup> 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.

<sup>③</sup> 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 <sup>①</sup>

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

*P. Zw. / Q*

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	Jonathan Dawson
Company name	M.I.Data Solutions Ltd.
Address	217 Christchurch Road
Post town	Ringwood
County/Region	Hampshire
Postcode	B H 2 4 3 A N
Country	UK
DX	
Telephone	+44 (0)1425 489234



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address) DX number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



### Important information

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.**



### How to pay

**A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'**



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

#### England and Wales:

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

#### Scotland:

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1.

#### Northern Ireland:

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

#### Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

Vollständiger Wortlaut des Gesellschaftsvertrages der

Firma ACD-Elektronik GmbH

mit dem Sitz in Achstetten

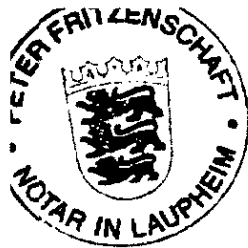
Bescheinigung nach § 54 Abs. 1 S. 2 GmbHG

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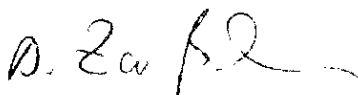
Ich, der unterzeichnende Notar Peter Fritzenschaft, bescheinige hiermit, dass die geänderten Bestimmungen des Gesellschaftsvertrages der Firma ACD-Elektronik GmbH mit dem Sitz in Achstetten mit dem Beschluss über die Änderung des Gesellschaftsvertrages vom 22.08.2019, meine UR F 1468 / 2019, und die unveränderten Bestimmungen mit dem zuletzt zum Handelsregister eingereichten vollständigen Wortlaut des Gesellschaftsvertrages übereinstimmen.

Laupheim, den 22.08.2019

  
Peter Fritzenschaft  
Notar



I certify this is a true copy of the original document



Andreas Zwissler

## Satzung

der Firma

ACD-Elektronik GmbH

### § 1

#### Firma, Sitz

- (1) Die Firma der Gesellschaft lautet  
ACD-Elektronik GmbH.
- (2) Der Sitz der Gesellschaft ist Achstetten.

### § 2

#### Gegenstand des Unternehmens

Gegenstand des Unternehmens ist der Betrieb eines Unternehmens zur Vertretung, Entwicklung und Herstellung elektrischer und elektronischer Anlagen. Die Gesellschaft darf andere Unternehmen gleicher oder ähnlicher Art übernehmen, vertreten und sich an solchen Unternehmen beteiligen.

### § 3

#### Beginn, Dauer, Geschäftsjahr

- (1) Die Gesellschaft beginnt rechtlich mit ihrer Eintragung im Handelsregister; ihre Dauer ist unbestimmt.
- (2) Das Geschäftsjahr der Gesellschaft ist gleich dem Kalenderjahr.

## § 4

### Stammkapital

Das Stammkapital der Gesellschaft beträgt 1.000.000,00 Euro  
(eine Million Euro).

## § 5

### Abtretung, Belastung von Geschäftsanteilen

(1) Die Veräußerung von Geschäftsanteilen oder von Teilen von Geschäftsanteilen ist nur an Mitgesellschafter, Ehegatten und eheliche Abkömmlinge von Gesellschaftern gestattet. § 17 GmbH-Gesetz bleibt unberührt.

(2) Die Belastung und die Verpfändung von Geschäftsanteilen ist den Gesellschaftern nicht gestattet.

## § 6

### Einziehung von Geschäftsanteilen

(1) Die Einziehung von Geschäftsanteilen ist mit Zustimmung des Anteilseigners jederzeit zulässig.

(2) Ohne Zustimmung des betreffenden Gesellschafters ist die Einziehung eines Geschäftsanteils möglich, wenn

- a) der Geschäftsanteil von einem Gläubiger des Gesellschafters gepfändet wurde.
- b) über das Vermögen des Gesellschafters das Konkurs- oder das gerichtliche Vergleichsverfahren eröffnet wurde
- c) ein Gesellschafter in grobfahrlässiger Weise gegen die Interessen der Gesellschaft verstoßen hat, insbesondere wenn ein Gesellschafter in Konkurrenz zur Gesellschaft sich verhält, oder das Betriebsgeheimnis lüftet.

Der eingezogene Geschäftsanteil ist mit dem gemeinen Wert zu entschädigen. Bei Pfändung hat die Gesellschaft das Recht, den vollstreckenden Gläubiger zu befriedigen und den aufgewendeten Betrag auf die zu leistende Entschädigung anzurechnen. §33 GmbH-Gesetz bleibt unberührt.

(3) Statt der Einziehung kann die Gesellschafterversammlung beschließen, dass der betreffende Gesellschafter seinen Geschäftsanteil an die verbleibenden Gesellschafter zu gleichen Teilen abzutreten hat. Dem abzutretenden ist der gemeine Wert des abzutretenden Geschäftsanteils zu vergüten.

## § 7

### Geschäftsführung

(1) Die Gesellschaft hat einen oder mehrere Geschäftsführer. Bei Vorhandensein mehrerer Geschäftsführer wird die Gesellschaft gemeinschaftlich durch zwei Geschäftsführer vertreten. Die Gesellschafterversammlung kann Geschäftsführern Einzelvertretungsbefugnis einräumen und von den in §181 BGB enthaltenen Beschränkungen befreien.

(2) Die Geschäftsführer haben die Geschäfte der Gesellschaft nach den Bestimmungen des Gesetzes, des Gesellschaftsvertrages und des Anstellungsvertrags zu führen. Daneben sind die Geschäftsführer verpflichtet, durch Gesellschafterbeschlüsse ergangene Weisungen zu beachten.

(3) Gesellschaftergeschäftsführer können nur in den Fällen des Des § 6 Abs.2 c abberufen werden.

## § 8

### Gesellschafterversammlung, Stimmrecht

- (1) Die Gesellschafter beschließen in den durch Gesetz und Satzung vorgesehenen Fällen.
- (2) Gesellschafterbeschlüsse bedürfen in allen Fällen einer Mehrheit von 65 % der abgegebenen Stimmen. Es wird nach Geschäftsanteilen abgestimmt, wobei je 1000,- DM eines Geschäftsanteiles eine Stimme gewähren.
- (3) In den Fällen des § 47 (4) GmbH-Gesetz steht dem betreffenden Gesellschafter ein Stimmrecht nicht zu.

## § 9

- (1) Der Jahresabschluss ist innerhalb der ersten drei Monate eines laufenden Geschäftsjahres für das abgelaufene Geschäftsjahr mit Gewinn- und Verlustrechnung aufzustellen und der Gesellschafterversammlung zur Beschlussfassung vorzulegen. Bei Erstellung des Jahresabschlusses sind die gesetzlichen Vorschriften und die Grundsätze einer ordnungsgemäßen Buchführung zu beachten.
- (2) Die Gesellschafterversammlung beschließt über die Bildung von Rückstellungen und Rücklagen. Sie beschließt auch die Ausschüttung von Gewinnanteilen. Die Gesellschafter sind anteilig ihrer Geschäftsanteile am Gewinn beteiligt.

## § 10

### Bekanntmachungen

Die Bekanntmachungen der Gesellschaft erfolgen im Staatsanzeiger des Landes Baden-Württemberg oder in dem an seine Stelle tretenden Ersatzblatt.

## § 11

### Allgemeines

(1) Soweit in der Satzung der Gesellschaft nichts anderes bestimmt ist, gelten für das Gesellschaftsverhältnis die Vorschriften des Gesetzes über die Gesellschaft mit beschränkter Haftung. Sollten einzelne Bestimmungen der Satzung rechtsunwirksam sein, wird hierdurch die Gültigkeit des übrigen Satzungsinhaltes nicht berührt. Es ist durch Beschluss der Gesellschafter die ungültige Bestimmung so umzudeuten oder so zu ergänzen, dass der mit der ungültigen Bestimmung beabsichtigte wirtschaftliche Zweck erreicht wird.

(2) Die durch die Gründung der Gesellschaft entstehenden Notar- und Gerichtskosten sowie die entstehenden Steuern und sonstige Abgaben trägt die Gesellschaft.

(3) Erfüllungsort und Gerichtsstand für alle Streitigkeiten aus diesem Vertrag ist das für den Sitz der Gesellschaft zuständige Gericht.

## §12

### Befreiung vom Wettbewerbsverbot

Unterliegt ein Gesellschafter oder Geschäftsführer im Verhältnis zur Gesellschaft einem Wettbewerbsverbot, so kann die Gesellschafterversammlung durch Beschluss, der mit einfacher Mehrheit der abgegebenen Stimmen gefasst wird, den Gesellschafter oder Geschäftsführer generell oder im Einzelfall vom Wettbewerbsverbot befreien und in diesem Zusammenhang etwa notwendige weitere Regelungen zur Aufgabenabgrenzung und erforderlichenfalls zur Vereinbarung von Entgelten treffen.

Complete text of the articles of incorporation of the  
company ACD-Elektronik GmbH  
Headquartered in Achstetten

Certification according to § 54 Para. 1 S. 2 GmbHG

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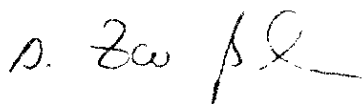
I, the signing Notary Peter Fritzenschaft, hereby certify that the changed provisions of the articles of incorporation of the company ACD-Elektronik GmbH headquartered in Achstetten conform with the resolution about the changing of the articles of incorporation of 08/22/2019, my UR F 1468 / 2019, and the unchanged provisions with the last complete wording submitted to the commercial registry.

Laupheim, 08/22/2019

  
Peter Fritzenschaft  
Notar



I certify this is a true and accurate translation of the original (German) document



Andreas Zwissler

## Articles

of the company

ACD-Elektronik GmbH

### § 1

#### Company, headquarters

- (1) The company is called  
ACD-Elektronik GmbH.
- (2) The company's headquarters is in Achstetten.

### § 2

#### Corporate purpose

The corporate purpose is the operation of a company for the representation, development, and manufacturing of electrical and electronic systems. The company may take over, represent, and participate in companies of the same or similar type.

### § 3

#### Beginning, duration, fiscal year

- (1) The company begins legally with its entry into the commercial register; its duration is undetermined.
- (2) The fiscal year is the same as the calendar year.

## § 4

### Capital stock

The capital stock of the company is EUR 1,000,000.00  
(one million euros).

## § 5

### Assignment, encumbrance of shares

- (1) The sale of shares or parts of shares is only permitted to co-shareholders, spouses, and children of shareholders' marriages. § 17 GmbH law remains unaffected.
- (2) The encumbrance and pledging of shares of the company by the shareholders is not permitted.

## § 6

### Redemption of shares

- (1) The redemption of shares is possible at any time with agreement of the shareholder.
- (2) The redemption of shares is possible without permission of the shareholder in question if
  - a) the share was seized by a creditor of the shareholder.
  - b) bankruptcy proceedings or judicial settlement proceedings have been instituted against the shareholder's assets
  - c) a shareholder has violated the company's interests in a grossly negligent manner, especially if a shareholder behaves in competition with the company or discloses trade secrets.

The share redeemed is to be compensated at fair market value. In case of seizure, the company has the right to satisfy the executing creditor and to pay the amount expended as compensation. §33 GmbH law remains unaffected.

(3) Instead of redeeming, the shareholders' meeting can decide that the shareholder in question must cede his share to the remaining shareholders in equal parts. The person ceding the share must be paid the common value of the share ceded.

## § 7

### Senior management

(1) The company has one or multiple Managing Directors. If there are multiple Managing Directors present, the company is represented jointly by two Managing Directors. The shareholders' meeting can grant Managing Directors individual authority to act and free them from the restrictions included in §181 BGB.

(2) The Managing Directors must conduct the company's business according to the provisions of the law, the articles of incorporation, and the employment contract. In addition, the Managing Directors are obligated to heed instructions from the shareholders' resolutions.

(3) Managing Directors can only be recalled in cases of § 6 Para.2 c.

## §8

### Shareholders' meeting. Voting right

- (1) The shareholders shall resolve in the cases provided for by law and the articles of association.
- (2) Shareholder resolutions require in all cases a majority of 65% of the votes cast. Voting is determined by shares, whereby one vote is granted per 1,000 DM of a company share.
- (3) In cases of the § 47 (4) GmbH law, the affected shareholder does not have a right to vote.

## § 9

- (1) The annual accounts must be created within the first three months of the ongoing fiscal year for the past fiscal year with profit and loss calculation and presented to the shareholders' meeting for resolution. For the creation of the annual accounts, the legal provisions and basic principles of proper bookkeeping must be heeded.
- (2) The shareholders' meeting decides about the formation of accruals and reserves. It also decides about the payment of dividends. The shareholders receive a portion of the profits in proportion to their shares.

## § 10

### Announcements

The company's announcement shall be made in the Staatsanzeiger des Landes Baden-Württemberg or in a substitute paper in its place.

## § 11

### General

(1) Insofar as nothing else is determined in the company's articles of incorporation, the provisions of the law governing limited liability corporations apply for the corporate relationship. If individual provisions of the articles of incorporation are legally invalid, the validity of the rest of the other provisions of the articles of incorporation is not affected by this. The invalid provision must be reinterpreted or supplemented so that the economic purposes intended with the invalid provision is achieved.

(2) The company will pay the notary and court costs arising due to the establishment of the company, as well as the taxes due and other fees.

(3) Place of fulfillment and court of jurisdiction for all disputes arising from this contract is the court responsible for the company's headquarters.

## §12

### Exemption from the non-competition clause

If a shareholder or Managing Director in relationship to the company is subject to a non-competition clause, the shareholders' meeting can decide, through resolution that is passed with simple majority of the votes cast, to free the shareholder or Managing Director generally or in a specific case from the non-competition clause and in this context to make any necessary additional regulations about task delimitation and if necessary agreement on compensation.



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company Number FC038833

UK Establishment No. BR023928

The Registrar of Companies hereby certifies that

**ACD-ELEKTRONIK GMBH**

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 **27th August 2021**.



**Companies House**



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