

OS IN01

18192027-20



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

TUESDAY
FF



AAWXQP00

A04 01/02/2022 #285
COMPANIES HOUSE

A17 07/01/2022 #308
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

HealthCare International 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

HealthCare International 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

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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? ^①

→ 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.

^① 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? ^②

☐ Yes

☒ No

^② Please tick one box.

B3

Company details

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

Legal form ^①

Limited Liability Company

Country of incorporation *

Germany

Identity of register in which it is registered ^④

Hamm District Court

Registration number in that register

H R B 1 0 5 7 7 [] []

^① Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

^④ 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 ^⑤

German Limited Liability Companies Act "GmbHG"

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

→ Yes Complete the details below.

→ No Go to **Part 3**.

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

From

0 1 0 1

To

3 1 1 2

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

Months

1 2

^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

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B5

Latest disclosed accounts

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

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☒ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

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Part 3 Constitution

C1

Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ❶
- ☒ I enclose a certified translation, if applicable. ❷

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

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

C2

Constitutional documents

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

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

→ Yes Go to Part 4 'Officers of the company'

→ No If any of the above details are not included in the constitutional documents, please enter them in Section C3.

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

C3

Information not included in the constitutional documents

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

Building name/number

KAMÉNER

Street

STRASSE 110

59425

Post town

VIENNA

County/Region

Postcode

Country

GERMANY

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

Objects of the company ❷

INSURANCE INTERMEDIARY

Amount of issued share capital ❸

€ 25,000

❶ This address will appear on the public record.

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

❸ 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.

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.

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

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.

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^②	
If applicable, the registration number	

E3

Corporate secretary's authority

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

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.

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	

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Director

F1

Director details^①

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

Full forename(s)	Andrew Michael James
Surname	Kirby
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 Intermediary

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	48
Street	Berkeley Square
Post town	London
County/Region	
Postcode	W 1 J 5 A X
Country	United Kingdom

⑥ Service address

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

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

F3

Director's authority

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

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

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

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

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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.

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Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H2**.

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H3**.

UK establishment
registration number

B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

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

^① Please tick the appropriate box.

UK establishment
registration number

B R

H4 Particulars of UK establishment ^①

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

Name of establishment HealthCare International Europe GmbH - UK Branch

Building name/number 48

Street Berkeley Square

Post town London

County/Region

Postcode W 1 J 5 A X

Country United Kingdom

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

Date establishment opened ^d1 ^d3 ^m1 ^y2 ^y2 ^y0 ^y2 ^y1

Business carried on at the UK establishment Insurance Intermediary

^① Address

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

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Part 6 Permanent representative

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

J1

Permanent representative's details

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

Continuation pages

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

Full forename(s) Andrew Michael James

Surname Kirby

J2

Permanent representative's service address ¹

Building name/number 48

Street Berkeley Square

Post town London

County/Region

Postcode W 1 J 5 A X

Country United Kingdom

¹ Service address

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

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

J3

Permanent representative's authority

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

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

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

- ☒ Alone
☐ Jointly ³

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

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

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

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☒ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

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

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

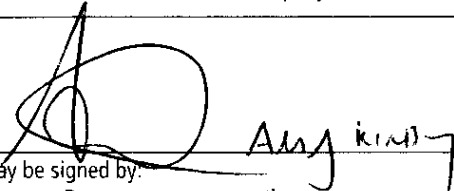
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

	This must be completed by all companies.		
	I am signing this form on behalf of the company.		
Signature	Signature	 Any kind of signature	
	This form may be signed by: Director, Secretary, Permanent representative.		

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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	Andrew Kirby
Company name	HealthCare International Europe GmbH
Address	48 Berkeley Square
Post town	London
County/Region	
Postcode	W 1 J 5 A X
Country	United Kingdom
DX	
Telephone	02075908800



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

Copy certified as correct
and authenticated by Andrew Kirby,
Managing Director.

 4/1/22
Andrew Kirby

TRANSACTION

Transaction Authenticated by
Andrew Kirby, Managing Director
4/1/22

UR-Nr. 898 / 2021 - G -

Andrew Kirby

VERHANDELT

in Bonn
on/am

May 20, 2021 / 20. Mai 2021.

Before me, the undersigned notary

Vor mir, dem unterzeichneten Notar

Dr. Dominik Gassen

with official office in

mit Amtssitz in

Bonn

appeared today:

erschien heute:

Mr. Achim **Schweizer**,

Herr Achim **Schweizer**,

born [REDACTED]

geb. [REDACTED]

resident Huttenstr. [REDACTED]

wohnhaft [REDACTED]

personally known to the notary,

dem Notar von Person bekannt,

hereinafter acting

hier handelnd

not for himself in his own name, but as
proxy, based on a Power of Attorney dated
May 19, 2021 with exemption from the re-
strictions set forth under § 181 German
Civil Code (BGB)

nicht für sich selbst im eigenen Namen, son-
dern als Bevollmächtigter aufgrund Vollmacht
vom 19. Mai 2021 unter Befreiung von den
Beschränkungen des § 181 BGB

in the name of

im Namen der

**Healthcare International Global Net-
work Limited,**

**Healthcare International Global Network
Limited,**

registered with Companies House of
Cardiff under No. 05290382,
with business address

eingetragen im Register des Companies
House Cardiff unter der Nummer 05290382
mit der Geschäftsanschrift

48 Berkeley Square, London W1J 5AX,
United Kingdom,

48 Berkeley Square, London W1J 5AX,
Vereinigtes Königreich,

hereinafter referred to as "Founder".

nachfolgend „Gründerin“ genannt.

Being informed about his obligations under the German Money Laundering Act (Geldwäschegesetz, GwG) the undersigned declared that the party represented by him is acting exclusively on its own account.

The notary instructed the undersigned about the prohibition of prior involvement pursuant to of sec 3 par. 1, sentence 1, no. 7 Beurkundungsgesetz (BeurkG, Recording of Deeds Act). Thereupon, the undersigned denied the question of the notary regarding a prior involvement in the meaning of that provision.

The undersigned requested the Deed to be recorded in the German language. The English version of the Deed has been drafted by the Founder and is quoted for information purposes only.

The undersigned – acting as stated above - then requested the recording of the following:

**I.
Incorporation of a
Limited Liability Company
under German Law**

The Founder hereby forms a company with limited liability under the name of

HealthCare International Europe GmbH

with registered office in Unna ("**Company**").

The Founder hereby adopts the Articles of Association of the Company in the version as attached to this notarial Deed as **Annex**.

Über seine Angabepflichten nach dem Geldwäschegesetz (GwG) belehrt erklärte der Erschienene, dass die von ihm vertretene Partei bei den vorliegend zu beurkundenden Geschäften auf eigene Rechnung handele.

Der Notar erläuterte dem Erschienenen das Mitwirkungsverbot des § 3 Abs. 1 S. 1 Nr. 7 BeurkG. Der Erschienene verneinte die Frage des Notars nach einer Vorbefassung im Sinne dieser Vorschrift.

Der Erschienene bat um die Aufnahme der Urkunde in deutscher Sprache. Die englische Fassung der Urkunde wurde von der Gründerin erstellt und ist nur zu Informationszwecken aufgeführt.

Der Erschienene – handelnd wie vorstehend angegeben - erklärte sodann zur Beurkundung Folgendes:

**I.
Gründung einer
Gesellschaft mit beschränkter Haftung
nach deutschem Recht**

Die Gründerin errichtet hiermit eine Gesellschaft mit beschränkter Haftung unter der Firma

mit Sitz in Unna („**Gesellschaft**").

Die Gründerin stellt hiermit den Gesellschaftsvertrag der Gesellschaft in der aus der **Anlage** zu dieser Niederschrift ersichtlichen Fassung fest.

The domestic business address of the Company is:

Die inländische Geschäftsanschrift der Gesellschaft lautet:

Kamener Str. 110, 59425 Unna.

II.

Language

The German version of this Deed is binding.

II.

Sprache

Die deutsche Fassung dieser Urkunde ist verbindlich.

III.

Notarial Instructions

The notary advised the undersigned that:

1. the Company comes into existence only upon registration with the commercial registry (§ 11 par. 1 German Limited Liability Companies Act – "GmbHG") and that persons acting in the name of the Company prior to its registration, may be personally liable;
2. the transactions concluded in the Company's name after its formation and prior to its registration will be transferred to the Company upon its registration;
3. the Company's assets required to maintain the share capital may not be paid out (§§ 30, 31 GmbHG);
4. at the time of registration of the Company in the commercial registry the value of Company's assets may not be lower than the amount of the stated capital and each shareholder is obliged to render the Company any outstanding contributions;

III.

Hinweise des Notars

Der Notar wies den Erschienenen darauf hin, dass:

1. die Gesellschaft erst mit der Eintragung in das Handelsregister entsteht (§ 11 Abs. 1 GmbHG) und Personen, die vor der Eintragung im Namen der Gesellschaft handeln, möglicherweise persönlich haften;
2. die nach der Gründung und vor ihrer Eintragung im Namen der Gesellschaft abgeschlossenen Geschäfte mit der Eintragung auf die Gesellschaft übergehen;
3. das zur Erhaltung des Stammkapitals erforderliche Gesellschaftsvermögen nicht zurückgewährt werden darf (§§ 30, 31 GmbHG);
4. bei Eintragung der Gesellschaft im Handelsregister der Wert des Gesellschaftsvermögens nicht niedriger sein darf als das Stammkapital und jeder Gesellschafter zur Leistung eines insoweit bestehenden Fehlbetrages verpflichtet ist;

5. the shareholders, even after having sold and transferred their respective share in the Company, are jointly and severally liable for the full payment of the initial contribution as joint and several debtors with the party acquiring their interest in the Company (§ 16, par. 2 GmbHG);

The notary also pointed out that he was not instructed to review the tax implications of this notarized document, and therefore he did not provide any tax advice whatsoever in connection with this notarization, which was not requested and the undersigned explicitly reaffirmed this.

IV. Power-of-Attorney

The undersigned hereby grants a power-of-attorney to the officiating notary Dr. Gassen and to the assistants employed at the offices of the notary whom to specify the notary is hereby authorized, in particular Ms. Simone Nöcker, Mr. Norbert Klein and Mr. Martin Schneider, each of them singly and with the authorization to grant subpowers of attorney, to act in his name and in the name of the Founder to make all declarations to amend or change this Deed or in order to implement this Deed or in order to discharge any objections by the commercial registry court. This power-of-attorney shall expire upon registration of the declarations recorded in this Deed in the Commercial Registry.

V. Costs

The costs of this Deed and of its implementation bears the Founder.

5. die Gesellschafter auch für den Fall ihres etwaigen Ausscheidens aus der Gesellschaft neben dem Erwerber ihres Geschäftsanteiles für die Volleinzahlung der Stammeinlage gesamtschuldnerisch haften (§ 16 Abs. 2 GmbHG);

Der Notar wies weiter darauf hin, dass er nicht beauftragt war, die steuerlichen Folgen dieser Urkunde zu prüfen und daher auch keine steuerliche Beratung durch den Notar mit dieser Beurkundung verbunden ist und auch nicht gewünscht war, was von dem Erschienenen nochmals ausdrücklich bestätigt wurde.

IV. Vollzugsvollmacht

Der Erschienene bevollmächtigt hiermit den amtierenden Notar Dr. Gassen sowie die an der Amtsstelle des Notars tätigen Angestellten, die näher zu bezeichnen der Notar hiermit ermächtigt wird, insbesondere Frau Simone Nöcker, Herrn Norbert Klein und Herrn Martin Schneider, jeweils einzeln und mit dem Recht zur Erteilung von Untervollmachten, in seinem Namen sowie im Namen der Gründerin sämtliche Erklärungen abzugeben, um diese Urkunde zu ergänzen und abzuändern, oder um Beanstandungen des Registergerichts zu erledigen. Die Vollmacht erlischt mit der Eintragung der in dieser Urkunde protokollierten Erklärungen im Handelsregister.

V. Kosten

Die mit dieser Urkunde und ihrem Vollzug verbundenen Kosten trägt die Gründerin.

**VI.
Certified Copies**

Certified Copies of this Deed shall receive:

- the Company: two
- tax authority: one

The parties entitle the Notary to data storage and processing in electronic form - including email - of all data connecting to this matter, especially address, date and place of birth, profession, banking connection and entries in the land and commercial register.

**VI.
Beglaubigte Abschriften**

Beglaubigte Abschriften dieser Urkunde erhalten:

- die Gesellschaft: zwei
- Finanzamt: eine

Die Beteiligten bestätigen dem Notar ihre Zustimmung zur Speicherung, Verarbeitung und Weitergabe - auch in elektronischer Form per E-Mail - der mit dieser Angelegenheit zusammenhängenden Daten, insbesondere Adresse, Geburtsdatum und -ort, Beruf, Bankverbindung sowie Eintragungen im Grundbuch und Handelsregister.

The German version of the above protocol including its Annex was read by the notary in the German language to the undersigned, provided to him for his review, approved by him, and signed by him and the notary in their own hands as follows:

Die deutsche Fassung dieser Niederschrift nebst Anlage wurde dem Erschienenen vom Notar in deutscher Sprache vorgelesen, lag ihm nebst Anlage zur Durchsicht vor, wurde von ihm genehmigt und von ihm und dem Notar eigenhändig wie folgt unterschrieben:



D. Gassen
Notar



Anlage zur Urkunde des Notars Dr. Gassen
in Bonn, URNr. 898/2021 G

Attachment to notarial deed no.
898/2021 G notary Dr. Gassen in Bonn

Gesellschaftsvertrag

Articles of Association

§ 1 Firma und Sitz

§ 1 Business name and registered office

Die Firma der Gesellschaft lautet:

The business name of the company is:

HealthCare International Europe GmbH.

HealthCare International Europe GmbH.

Die Gesellschaft hat ihren Sitz in Unna.

The company's registered office is in Unna

§ 2 Gegenstand des Unternehmens

§ 2 Object of the company

Gegenstand des Unternehmens ist der europaweite Vertrieb von Versicherungsprodukten sowie die Tätigkeit als Assekuradeur (MGA).

The Object of the company is the pan-European distribution of insurance products and activity as Managing General Agent (MGA).

Die Gesellschaft kann alle Geschäfte betreiben, die dem Gesellschaftszweck unmittelbar oder mittelbar dienen können. Sie kann Zweigniederlassungen errichten und sich an gleichartigen oder ähnlichen Unternehmen beteiligen.

The company may conduct all business which directly or indirectly may serve its object. The company may establish branch offices and may acquire an interest in businesses of the same or a similar kind.

§ 3 Geschäftsjahr

§ 3 Financial year

Das Geschäftsjahr beginnt am 01.01. eines jeden Jahres und endet am 31.12. des Folgejahres. Das erste Geschäftsjahr ist ein Rumpfgeschäftsjahr.

The financial year begins on January 1st of each year and ends on December 31st of the following year. The first financial year shall be a short financial year.

§ 4 Stammkapital und Einlagen

§ 4 Share capital and contributions

Das Stammkapital der Gesellschaft beträgt 25.000,- EUR (fünfundzwanzigtausend).

The share capital of the company amounts to 25,000.- EUR (twenty-five thousand).

Vom Stammkapital übernehmen:

The share capital is being subscribed to as follows:

Gesellschafter	Geburtsdatum; Gericht, HR-Nr.	Wohnort/Sitz	Geschäftsanteile in EUR	laufende Nummern
Healthcare International Global Network Limited	Companies House Cardiff Nr. 05290382	London	25 000 à 1 EUR	1-25 000

Shareholder	Date of birth; Commercial Register, HR-No.	Residence, registered office	Shares in EUR	Serial numbers
Healthcare International Global Network Limited	Companies House Cardiff No. 05290382	London	25 000 each 1 EUR	1-25 000

Der Gesellschafter hat jeden Geschäftsanteil sofort in voller Höhe einzuzahlen (mithin insgesamt EUR 25.000,00).

The shareholder shall pay in the nominal amount of each share immediately complete (thus EUR 25,000.00 in total)

§ 5 Geschäftsführer und Vertretung

Die Gesellschaft hat einen oder mehrere Geschäftsführer. Ist ein Geschäftsführer bestellt, vertritt dieser die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, wird die Gesellschaft durch zwei Geschäftsführer oder einen Geschäftsführer gemeinschaftlich mit einem Prokuristen vertreten. Die Gesellschafterversammlung ist berechtigt, einem oder mehreren Geschäftsführern die Befugnis zur Einzelvertretung der Gesellschaft zuzuerkennen.

Jedem Geschäftsführer kann durch Gesellschafterbeschluss die Befugnis erteilt werden, die Gesellschaft bei Rechtsgeschäften mit sich selbst oder als Vertreter eines Dritten uneingeschränkt zu vertreten.

Bei Abschluss, Änderung und Beendigung von Anstellungsverträgen mit Geschäftsführern wird die Gesellschaft durch die Gesellschafterversammlung vertreten. Die Gesellschafterversammlung kann in diesen Fällen einen oder mehrere Gesellschafter, etwaige Beiratsmitglieder oder auch Dritte zur Vertretung bevollmächtigen.

Die Geschäfte der Gesellschaft werden von den Geschäftsführern unter Beachtung der Sorgfalt eines ordentlichen und gewissenhaften Geschäftsführers nach Maßgabe der gesetzlichen Bestimmungen, dieses Gesellschaftsvertrags, ihres jeweiligen Anstel-

§ 5 Managing directors and representation

The company has one or more managing directors. If one managing director is appointed, then he represents the company acting alone. If several managing directors are appointed, the company will be represented by two managing directors or one managing director together with a person vested with commercial power of representation. The shareholder meeting is authorised to award the authority to act alone as legal representative of the company to one or several managing directors.

Every managing director can be given the authority by shareholder resolution to unrestrictedly represent the company in legal transactions with itself or as representative of a third.

In case of conclusion, amendment and termination of service agreements with managing directors, the company is represented by the shareholders' meeting. The shareholders' meeting may authorize one or several shareholders, any members of the advisory board or third parties to represent the company in such events.

The managing directors shall manage the business of the company with the due care and diligence of a prudent and conscientious businessman in accordance with statutory laws, these articles of association, their respective

lungsvertrags, einer etwaigen Geschäftsordnung für die Geschäftsführung in ihrer jeweils aktuellen Fassung und den Beschlüssen der Gesellschafterversammlung geführt.

Die Gesellschafterversammlung kann eine Geschäftsordnung für die Geschäftsführung erlassen oder eine bestehende Geschäftsordnung für die Geschäftsführung ändern oder aufheben. Die Geschäftsordnung kann vorsehen, dass für bestimmte Rechtsgeschäfte und Maßnahmen die Zustimmung der Gesellschafterversammlung und/oder des Beirats erforderlich ist (sofern ein solcher bei der Gesellschaft eingerichtet ist).

Bei Liquidation der Gesellschaft gelten für die Vertretungsbefugnis der Liquidatoren die vorstehenden Bestimmungen über die Vertretung entsprechend.

§ 6 Salvatorische Klausel

Sollten einzelne Bestimmungen dieses Gesellschaftsvertrags ganz oder teilweise nichtig, unwirksam oder undurchführbar sein oder werden, so wird dadurch die Wirksamkeit der übrigen Bestimmungen dieses Gesellschaftsvertrags nicht berührt. Die unwirksame, nichtige oder undurchführbare Bestimmung ist so umzudeuten oder durch Satzungsänderung zu ändern bzw. zu ergänzen, dass der damit verfolgte Zweck im Rahmen der gesetzlichen Bestimmungen soweit wie möglich erreicht wird. Dasselbe gilt bei Vorhandensein von Lücken. Die Gesellschafter sind zur Mitwirkung an der notwendigen Änderung verpflichtet.

§ 7 Sonstige Bestimmungen

Im Übrigen gelten für die Gesellschaft die gesetzlichen Bestimmungen. Bekanntmachungen der Gesellschaft erfolgen nur im elektronischen Bundesanzeiger.

service agreement, the rules of procedure for the management board (if any), in each case as amended from time to time, and the resolutions of the shareholders' meeting.

The shareholders' meeting may adopt rules of procedure for the management board or amend or terminate existing rules of procedure for the management board. The rules of procedure may provide for certain transactions and measures to require the approval of the shareholders' meeting and/or the advisory board (if implemented by the company).

In case of liquidation of the Company, the foregoing provisions regarding representation apply to the liquidators' representation authority correspondingly.

§ 6 Severability Clause

Should individual provisions of these articles of association be or become void, ineffective or unenforceable in whole or in part, then the validity of the remaining provisions of the articles of association are not affected thereby. The void, ineffective or unenforceable provision is to be reinterpreted or to be replaced or modified by way of an amendment of the articles of association in such a way that the purpose pursued thereby is achieved as far as possible while remaining within the framework of the statutory provisions. This also applies to any unintended gaps. The shareholders are obliged to cooperate in the necessary amendment.

§ 7 Other regulations

Furthermore, the legal requirements regarding the company are applicable. Publications of the company shall only be made in the electronic German federal gazette.

Die Gesellschaft trägt die mit der Gründung verbundenen Kosten (insbesondere Notar- und Gerichtskosten und Kosten der Veröffentlichung) bis zu einer Höhe von 2.500,- EUR.

The company shall bear the costs connected to the formation (in particular the notary and court costs as well as costs of publication) up to 2,500.- EUR.

§ 8 Bindende Fassung

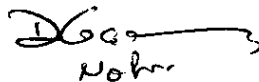
Nur die deutsche Fassung dieses Gesellschaftsvertrags ist rechtsverbindlich. Die englische Übersetzung dient lediglich Informationszwecken.

– Ende der Anlage –

§ 8, Binding Version

Only the German version of these articles of association is binding. The English translation is for information purposes only.

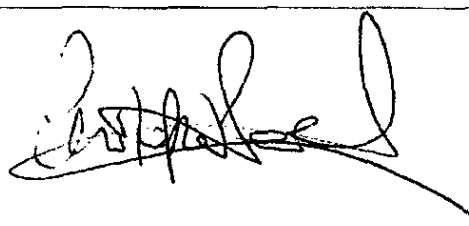
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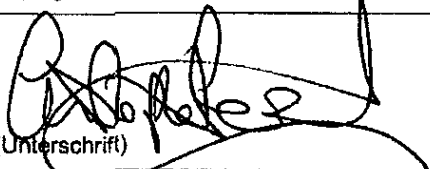
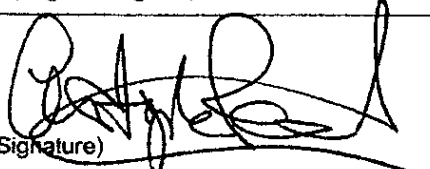


Vohr

Gründungsvollmacht	Power of Attorney for establishing a German Limited Liability Company
<p>Namens der von uns vertretenen</p> <p>Healthcare International Global Network Limited, eingetragen im Register des Companies House unter der Nummer 05290382</p> <p>mit der Geschäftsanschrift</p> <p><u>48 Berkeley Square, London, W1J 5AX</u></p> <p>bevollmächtigte/n ich/wir</p> <p>Herrn Achim Schweizer, geb. [REDACTED] wohnhaft [REDACTED]</p> <p>den Vollmachtgeber bei der Gründung einer Gesellschaft mit beschränkter Haftung mit dem Sitz in Unna unter der Firma „HealthCare International Europe GmbH“ oder einer anderen vom Bevollmächtigten gebilligten Firma zu vertreten,</p> <p>den Gesellschaftsvertrag festzustellen,</p> <p>für den Vollmachtgeber das Stammkapital zu übernehmen sowie</p> <p>einen oder mehrere Geschäftsführer zu bestellen und deren Vertretungsmacht festzulegen.</p> <p>Der Bevollmächtigte ist ermächtigt, alle in diesem Zusammenhang erforderlichen oder zweckmäßigen Erklärungen abzugeben.</p>	<p>In the name of</p> <p>Healthcare International Global Network Limited, registered with Companies House Nr. 05290382</p> <p>with business address</p> <p><u>48 Berkeley Square, London, W1J 5AX</u></p> <p>represented by the undersigned I/we assign power of attorney to</p> <p>Mr. Achim Schweizer, born [REDACTED] resident Huttenstr. [REDACTED]</p> <p>to represent the Principal with regards to the establishment of a Limited Liability Company with business seat in Unna with the designation "HealthCare International Europe GmbH" or any other designation agreed to by the Agent,</p> <p>to establish the company's bylaws,</p> <p>to assume the capital contribution in the name of the Principal and</p> <p>to appoint one or several General Managers for the Company and determine their power of representation.</p> <p>The Agent is authorized to make any declarations necessary or useful in the context of this purpose. The restrictions of sec. 181 German Civil Code do not apply to the Agent.</p>


Germany only **ANDREW CLARKSON WRIGHT**
 Notary Public duly authorized admitted and sworn



Er ist von den Beschränkungen des § 181 BGB befreit und ermächtigt, Untervollmacht zu erteilen.	The Agent is further authorized to grant sub-power of attorney.
Orpington, England, the 19/05/2021	Orpington, England, the 19/05/2021
 (Unterschrift)	 (Signature)
für Healthcare International Global Network Limited	for Healthcare International Global Network Limited

Die vorstehende, vor mir gefertigte
Namensunterschrift des
Mr. Christopher Percival, geboren am

 wohnhaft 


ausgewiesen durch Vorlage seines gültigen port.
amtlichen Lichtbildausweises, beglaubige ich
hiermit.


ANDREW CLARKSON WRIGHT
Notary Public duly authorised admitted and sworn

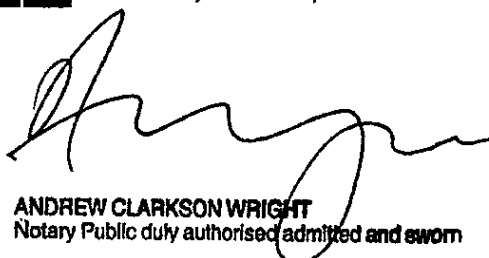
I certify, that this document was signed in
my presence by

Mr. Christopher Percival, born 

resident at 

 identified by his valid pass-

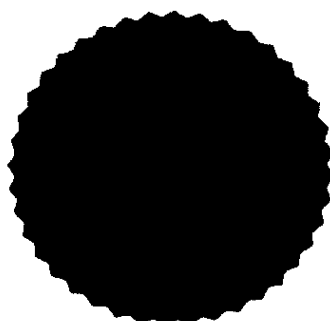
port.


ANDREW CLARKSON WRIGHT
Notary Public duly authorised admitted and sworn

Orpington, England

19/05/2021

(Seal)



Notary (Full Name)

ANDREW CLARKSON WRIGHT
Notary Public duly authorised admitted and sworn

Valiant House
12 Knoll Rise
Orpington
Kent BR6 0PG
ENGLAND

Healthcare International Global Network Limited

1. DECLARATION OF INTERESTS

- 1.1 Each Director declared the nature and extent of his interest in the proposal and other arrangements to be considered in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association. None of the directors declared a particular interest.

2. BUSINESS OF THE MEETING

- 2.1 The business of the meeting was to consider, and if thought fit to approve, a Proposal to establish a wholly owned subsidiary of the Company in Germany, in order to be able to act as an insurance broker in respect of risks located in the EEA following the United Kingdom's exit from the European Union.

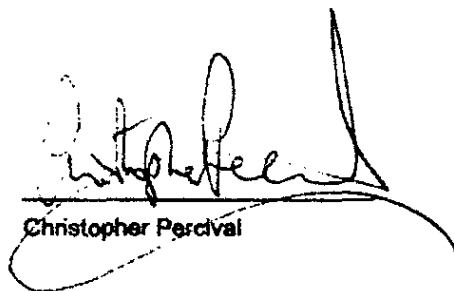
3. RESOLUTIONS

- 3.1 The Directors considered the Proposal carefully.
- 3.2 After due and careful consideration of, amongst other things, the factors listed in section 172 of the Companies Act 2006, we, the undersigned, being directors of the Company RESOLVE pursuant to regulation 8.2 as defined and incorporated within the articles of association of the Company that:
- 3.3 Approval is given to establish a wholly owned subsidiary of the Company in Germany.
- 3.4 Andrew Michael James KIRBY be authorised to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the matter resolved at the meeting and generally to sign all such certificate and notices and other documents as may be necessary or desirable in connection with such matters in each case to such amendments as those executing in the same on behalf of the Company consider fit.

London (phone call), the 11 May 2021



Kieran Linehan



Christopher Percival