

EE MP01

Notice of documents and particulars required to be filed for an EEIG



Companies House

A fee may be payable with this form.

Please see Section 3 below and 'How to pay' on the last page.

✓ What this form is for

You may use this form to accompany the filing of documents listed in Section 3 below.

✗ What this form is NOT for

You cannot use this form to open or close an establishment EEIG. To do this, please use EE MP02 'Notice of setting up or closure of an establishment EEIG'.

TUESDAY



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A13

01/05/2018

#69

COMPANIES HOUSE

1 EEIG details

Grouping number **G E 0 0 0 2 0 7**

Grouping name in full **PFIZER EUROPE MA EEIG**

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Member state address

Member state in which official address is situated **GREAT BRITAIN**

3 List of documents and particulars ①

The following documents are attached. Please note if any document or particulars are not written in English a certified translation must also be attached.

- ☒ An amendment to the grouping's formation contract.②
- ☐ A document evidencing a judicial decision regarding nullity.
- ☐ An assignment of all of a member's participation.
- ☐ An assignment of part of a member's participation.
- ☐ A members' order to wind up the grouping.
- ☐ A judicial decision to wind up the grouping.
- ☐ Liquidator(s) appointment.
- ☐ Liquidator(s) termination of appointment.
- ☐ A document evidencing the conclusion of liquidation.
- ☐ A proposal to transfer the official address as referred to in Article 14(1) of the EC Regulation.
- ☐ An exemption clause relieving a new member from payment of debts and other liabilities which originated before his admission.

The following only apply if the grouping has its official address outside the UK:

- ☐ Notice of the appointment of a manager or managers, name(s) and other identification particulars as required by the Member State where the grouping has its official address together with notification as to whether they may act alone or must act jointly.
- ☐ Notice of termination of a manager's appointment.

① Please tick the appropriate boxes.

② Please note if the official address of the EEIG is in the UK and the amendment includes a change of name a fee is payable. Please see 'How to pay' on the last page for details.

EE MP01

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Signature

I am signing this form on behalf of the grouping.

Signature

Signature

X  X

This form may be signed by: A member or manager.

EE MP01

Notice of documents and particulars required to be filed



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 RACHEL SWAN

Company name CLIFFORD CHANCE LLP

Address 10 UPPER BANK ST

Post town LONDON

County/Region

Postcode

E 1 4 5 J J

Country ENGLAND

DX 149120 - CANARY WHARF 3

Telephone 020 7006 1000



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The grouping name and number match the information held on the public Register.
- ☐ You have entered the member state in which the official address is situated in Section 2.
- ☐ You have ticked the appropriate boxes in Section 3.
- ☐ You have included the attachments indicated and, where applicable, a certified translation.
- ☐ You have signed the form.
- ☐ Have you enclosed an amendment to the grouping's formation contract with this form? If you have and it includes a change of name, then you must enclose the correct fee. The fee is only required where the official address of the EEIG is in the UK.



Important information

Please note that all information on this form will appear on the public record.



How to pay

If the official address of the EEIG is in the UK and the amendment of the grouping's formation contract (if attached to this form) includes a change of name, then a fee of £10 is a payable.

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:

For EEIGs registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For EEIGs registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For EEIGs registered in 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.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

**PFIZER LIMITED
AND
PFIZER LUXEMBOURG S.À R.L.
AND
PFIZER SA/NV**

**DEED OF AMENDMENT AND ADHERENCE WITH
RESPECT TO THE FORMATION AGREEMENT OF
PFIZER EUROPE MA EEIG**

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THIS DEED is dated and made on _____ 2018

BETWEEN:

- (1) **PFIZER LIMITED**, a legal person registered in England with company number 526209 and whose registered office is at Ramsgate Road, Sandwich, Kent, CT13 9NJ, England ("**Pfizer Limited**");
2. **PFIZER LUXEMBOURG S.À R.L.**, a legal person registered in Luxembourg with R.C.S. Luxembourg number B84125 and whose registered office is at Rond-Point du Kirchberg 51, Avenue J.F. Kennedy, L-1855 Luxembourg ("**Pfizer Luxembourg**"); and
3. **PFIZER SA/NV**, a legal person registered in Belgium with Crossroads Bank for Enterprises number 0401.994.823 and whose registered office is at Boulevard de la Plaine 17, 1050 Brussels, Belgium ("**Pfizer SA/NV**"),

each a "**Party**" and together the "**Parties**".

BACKGROUND

- (A) Pfizer Limited and Pfizer Luxembourg S.à r.l entered into a formation agreement on 6 December 2004, establishing Pfizer Europe MA EEIG as an European Economic Interest Grouping pursuant to EC Regulation No. 2137/85 of 25 July 1985 and the European Economic Interest Grouping Regulations 1989 (S.I. 1989 No. 638) (the "**Formation Agreement**").
- (B) On or around the date of this Deed, Pfizer SA/NV was admitted as a member of Pfizer Europe MA EEIG.
- (C) In connection with the admission of Pfizer SA/NV as a member, the Parties wish: (i) to enter into this Deed to amend the Formation Agreement in the manner set out below (the "**Amended Formation Agreement**"); (ii) for Pfizer SA/NV to agree to adhere to the terms of the Amended Formation Agreement; and (iii) for each of Pfizer Limited and Pfizer Luxembourg to acknowledge and agree that Pfizer SA/NV has the rights of a member upon that agreement.

IT IS HEREBY AGREED:

1. **INTERPRETATION**

1.1 In this Deed:

"**Amended Formation Agreement**" means the Formation Agreement, as amended in accordance with the terms of this Deed; and

"**Formation Agreement**" means the formation agreement dated 6 December 2004 in relation to Pfizer Europe MA EEIG.

1.2 In this Deed;

1.2.1 unless a contrary indication appears, words and expressions defined in the Formation Agreement have the same meaning when used in this Deed;

- 1.2.2 a reference to a statutory provision includes a reference to the statutory provision as modified or re-enacted or both from time to time before the date of this Deed and any subordinate legislation made or other thing done under the statutory provision before the date of this Deed;
- 1.2.3 the singular includes the plural and vice versa (unless the context otherwise requires);
- 1.2.4 a reference to a time of day is a reference to the time in London, unless a contrary indication appears;
- 1.2.5 a reference to a clause or schedule, unless the context otherwise requires, is a reference to a clause of or schedule to this Deed; and
- 1.2.6 the headings in this Deed do not affect its interpretation.

2. AMENDMENT

- 2.1 Without prejudice to all or any accrued rights and obligations under the Formation Agreement, each Party hereby agrees that with effect on and from the date of this Deed, the Formation Agreement shall be amended by the insertion of a new clause 8 as follows:

"8. PFIZER SA/NV REQUIRED INFORMATION

For the purposes of Article 5(d) of the EC Regulation No. 2137/85 of 25 July 1985, Pfizer SA/NV, is a legal person registered in Belgium with Crossroads Bank for Enterprises number 0401.994.823, whose registered office is at Boulevard de la Plaine 17, 1050 Brussels, Belgium."

- 2.2 The provisions of the Formation Agreement shall, save as amended by this Deed, continue in full force and effect in accordance with their terms.

3. ADHERENCE

- 3.1 Pfizer SA/NV confirms that it has been given and has read a copy of the Formation Agreement and covenants with each of the other Parties to this Deed to perform, comply with and be bound by all the terms, covenants, agreements, representations, warranties, undertakings and acknowledgements contained in the Formation Agreement (as amended pursuant to the terms of this Deed), as if it were a party to the Formation Agreement as at the date of this Deed.
- 3.2 Each of Pfizer Limited and Pfizer Luxembourg acknowledge and agree in favour of Pfizer SA/NV that Pfizer SA/NV shall from the date of this Deed be entitled to exercise and enjoy all the rights of a Member contained in the Formation Agreement (as amended pursuant to the terms of this Deed).

4. GOVERNING LAW AND JURISDICTION

- 4.1 This Deed shall be governed by and construed in accordance with the laws of England, without giving effect to the principles of conflicts of laws. Any dispute arising out of

the existence, performance, interpretation or termination of this Deed shall be submitted to the exclusive jurisdiction of the courts of England.

5. COUNTERPARTS

This Deed may be executed in any number of counterparts, each of which is an original and all of which together evidence the same agreement


This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

EXECUTED by the Parties

EXECUTED as a DEED
by PFIZER LIMITED.

)

)


.....
Name: JAMES PATERSON
Title: DIRECTOR

in the presence of:

Victoria Kitcatt Signature of witness

VICTORIA KITCATT Name of witness

Wilton Oaks Address of witness

Dorking Road

Tadworth, Surrey

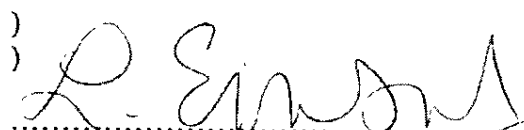
KT20 7NS

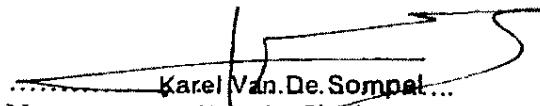
EXECUTED as a DEED
by PFIZER LUXEMBOURG S.À R.L.)


.....
Name: Christophe Plantegenet
Title: Manager


.....
Name: Reginald Decraene
Title: Manager

EXECUTED as a **DEED**
by **PFIZER SA/NV**.

) 
.....
Name: EINSWEILER Lawrence
Title: DIRECTOR


..... Karel Van De Sompe
Name: Managing Director
Title: Pfizer s.a./n.v.

EEIG No.: GE000207

PFIZER EUROPE MA EEIG

(THE "EEIG")

WRITTEN CIRCULAR RESOLUTIONS OF THE MEMBERS

Pursuant to the formation agreement of the EEIG dated 6 December 2004 we the undersigned, being all the Members of the EEIG, resolve as follows:

1. APPROVAL OF NEW MEMBER

1.1 It is noted that the Members have received notice from Pfizer SA/NV, a legal person registered in Belgium with Crossroads Bank for Enterprises number 0401.994.823 and whose registered office is at Boulevard de la Plaine 17, 1050 Brussels, Belgium ("**Pfizer SA/NV**"), proposing that it be admitted as a member of the EEIG (the "**Member Request**").

1.2 Article 4 of the Council Regulation (EEC) no. 2137/85 on the European Economic Interest Grouping (the "**EC Regulation**") states that a legal person can only be a member of an EEIG if they are formed in accordance with the law of a Member State in which they have their registered office. It is noted that Pfizer SA/NV has been formed according to the law of Belgium and its registered office is situated within Belgium and therefore would be an eligible member of the EEIG.

1.3 After due and careful consideration, the Members are unanimously of the opinion that approving the Member Request would be in the best interests of the EEIG and would be for the purpose of carrying on its business.

1.4 Accordingly, **IT IS RESOLVED** that the Member Request be and is hereby approved and that Pfizer SA/NV be admitted as a Member of the EEIG with effect from the date of these written circulation resolutions

1.5 NEW MEMBER DOCUMENTS

1.6 **IT IS RESOLVED** that the following draft documents in the form appended to these resolutions in connection with the admission of Pfizer SA/NV as a member of the EEIG, namely:

1.6.1 the amendment and adherence deed in relation to the EEIG's formation contract dated 6 December 2004 (the "**Formation Contract**"), reflecting the admission of Pfizer SA/NV as a member of the EEIG, to be signed by the Members and Pfizer SA/NV (the "**Amendment and Adherence Deed**"); and

1.6.2 the form EE MP01, to be submitted and filed at Companies House with the Amendment and Adherence Deed,

(the documents listed in paragraphs 1.6.1 to 1.6.2 above collectively, the "**Documents**") be and are hereby approved.

2. EXECUTION OF DOCUMENTS

2.1 After due and careful consideration of the terms of the Documents **IT IS RESOLVED** that:

2.1.1 the entering into of the Documents by one or more Members or any manager on behalf of the EEIG be and is hereby approved;

2.1.2 the Documents, in the form of the drafts attached to these resolutions and the execution and delivery of the Documents (in such form or with such amendments thereto as the person executing the same pursuant to the authority conferred by these resolutions, may in his/her absolute discretion think fit) be and are hereby approved;

2.1.3 any Member or manager of the EEIG (an "Authorised Signatory") be hereby jointly and severally authorised to do all acts and things necessary or desirable to give effect to these resolutions and to sign and deliver (by whatever means, including electronically) on behalf of the EEIG any and all documents (including the giving of any notices) which may be required pursuant to or in connection with the Member Request and the Documents, in each case in such manner or form as such Authorised Signatory may in its or his absolute discretion think fit; and

2.1.4 the execution by an Authorised Signatory of the Documents shall be conclusive evidence of such Authorised Signatory's approval of any amendments which may have been made thereto; and

2.2 The execution of this written circular resolution be in any number of counterparts, all of which taken together shall constitute one and the same document.

3. **FILING OF DOCUMENTS**

IT WAS RESOLVED that any Manager be instructed to arrange for the filing of the following documents with the registrar of companies:

3.1.1 the duly executed Amendment and Adherence Deed; and

3.1.2 the duly completed and executed form EE MP01.

[Execution page to follow]

Signed by: 

a duly authorised representative

for and on behalf of

PFIZER LIMITED

Date: 28/3/18

Signed by: 

a duly authorised representative

for and on behalf of

PFIZER LUXEMBOURG S.À R.L.

Date: 03 APR 2018

Christophe Planegenet
Manager


Reginald Decraene
Manager