

# SEPARATOR SHEET

COMPANIES HOUSE BARCODE

WEDNESDAY



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13/03/2019

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COMPANIES HOUSE

I certify this is a true copy  
of the original,  
signed

  
Klaus Gresbrand  
Lawyer

**ELEPHANT GIN LTD (the "Company")**

**Company No. 08231399**

**PRIVATE COMPANY LIMITED BY SHARES**

**NOTIFICATION OF THE PASSING OF A SPECIAL RESOLUTION OF THE COMPANY**

**DATE PASSED: 8 MARCH 2019**

I, the undersigned, being a director of the Company, hereby certify that the following resolution was passed as a Special Resolution of the Company at a General Meeting of the Company duly convened and held at Anklamer Str. 28, 10115 Berlin, Germany on 8 March 2019 at 10.00 hours CET

**SPECIAL RESOLUTION**

**THAT:**

- a) the cross-border merger (the "Merger") whereby the Company will merge into its wholly owned subsidiary, Elephant Gin GmbH ("EG") pursuant to the provisions of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 (which codified the earlier EU Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies), The Companies (Cross-Border Merger) Regulations 2007 SI 2007/2974 and the applicable domestic legislation of Germany implementing the provisions of the said Directive (the "Applicable Legislation"), be and is hereby approved;
- b) a draft of the terms of merger (the "Terms of Merger") prepared pursuant to the Applicable Legislation and proposed to be entered into between the Company and EG be and are hereby approved;
- c) pursuant to section 9(1)(c) of the UK Regulations all of the Company's shareholders agree that there is no requirement for an independent expert report;
- d) the Directors of the Company be and are hereby authorised jointly and severally to execute the Terms of Merger on behalf of the Company;
- e) the Merger and all acts required to be performed in connection with or ancillary to the Merger be and are hereby approved;
- f) the Directors of the Company be and are hereby authorised jointly and severally on behalf of the Company to approve, execute, complete, deliver and perform and to procure to be executed, completed, delivered and performed all such documents, agreements, certificates and instruments which they in their absolute discretion consider necessary or advisable to have approved, executed, completed, delivered or performed in connection with the Merger (save that any two directors, or any director and the company secretary, or any director in the presence of a witness who attests his signature, be and are hereby authorised on behalf of the Company to execute any document in connection with the Merger that may require to be executed as a Deed);  
and

- g) the Directors of the Company be and are hereby authorised jointly and severally to take any and all such actions as they in their absolute discretion consider necessary or advisable to implement the said Merger and to give good effect to its terms.

Signed: \_\_\_\_\_

Robin Gerlach, Director

Date: 8 March 2019

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
COMPANIES COURT (Ch D)  
Insolvency and Companies Court Judge Schaffer  
Friday 21 December 2018



IN THE MATTER OF  
ELEPHANT GIN LTD

-and-

IN THE MATTER OF  
THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007

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ORDER

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**UPON APPLICATION** by the Claim Form of Elephant Gin Ltd (the "Company") whose registered office is at Number 22 Mount Ephraim, Tunbridge Wells, Kent, TN4 8AS

**UPON READING** the Part 8 Claim Form and the Witness Statement of Robin Gerlach dated 7 December 2018

**AND UPON** hearing Andrew Thornton, Counsel for the Company

**IT IS ORDERED THAT** the Company has permission to convene and hold a meeting of its shareholders for the purposes of considering and, if thought fit, approving a proposed merger between the Company and Elephant Gin GmbH pursuant to the above-mentioned Regulations

**AND IT IS FURTHER ORDERED THAT** the Company shall convene and hold the proposed meeting in accordance with the provisions of the articles of association of the Company subject always to the requirements of the above-mentioned Regulations

**AND IT IS FURTHER ORDERED THAT** the Claim be adjourned to a date to be fixed before the ICC Judge for further hearing.

A handwritten signature in the bottom left corner of the page.