

**RESOLUTION OF THE BOARD OF DIRECTORS OF**

**HCB BRINGDIENST LIMITED**

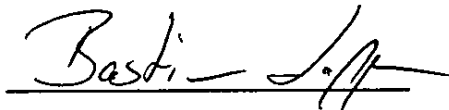
**Company Registration Number 9168894**

**Hereinafter referred to as 'the Company'.**

**At a Meeting of the Board of Directors of the company held on the twenty-first (21st) day of November of the year two thousand and sixteen (2016), it was hereby resolved to amend the Articles of Association of the Company to include the following clause:**

**4a. The share capital of the Company is GBP 1000 divided into 1000 shares of GBP 1 each.**

**The revised Articles of Association of the Company, attached hereto, have been approved in their entirety and it was resolved to submit the same to Companies House.**



**BASTIAN LAPPAN**

**Director**



**SCT**      **\*S5LJBZ17\***      **#484**  
**10/12/2016**  
**COMPANIES HOUSE**

JOHN W. C. T. O'NEILL

1. The first step is to identify the problem or goal. This involves understanding the current situation, identifying the key issues, and determining the desired outcome.

ישראלית היא הנרייט ויליאמס, שגרה בלונדון, ונולדה בשנת 1872.

(1) The copy of the report of the two witnesses to the (1911) trial is  
 to be placed in the file of the case, and the original is to be  
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THE UNIVERSITY OF CHICAGO

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### **Appointment of Directors**

Pursuant to article 7 of the articles of association for HCB BRINGDIENST LIMITED, on the 11th August 2014, the subscriber(s) to the Memorandum of Association as listed below, has appointed the following as directors of the company

*/ Director*

**BASTIAN LAPPAN- IM MEINECKEN SOHL 65 A, 38518 GIFHORN, GERMANY**

### **Exercising of powers on behalf of the Company**

Pursuant to the articles of association for HCB BRINGDIENST LIMITED, the above appointed directors may sign on behalf of the company and exercise any and all of the powers mentioned in the Companies Act 2006 (the Act)

### **Appointment of Secretaries**

Pursuant to article 11 of the articles of association for HCB BRINGDIENST LIMITED, on the 11th August 2014, the subscriber(s) to the Memorandum of Association as listed below, has appointed the following as secretaries of the company

*/ Secretary*

**STRON LEGAL SERVICES LTD. – STRON HOUSE, 100 PALL MALL – SW1Y 5EA**

**LONDON – LONDON – UNITED KINGDOM**

All subscribers to the Memorandum of Association have signed this document, pursuant to section 7 of the Act

11th August 2014

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**BASTIAN LAPPAN**

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION**

**HCB BRINGDIENST LIMITED**

**MEMORANDUM OF ASSOCIATION  
COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF  
HCB BRINGDIENST LIMITED**

The Company's name is **HCB BRINGDIENST LIMITED**

Each subscriber to this memorandum of association is desirous of being formed into a Company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share -----

**Name and Address of Subscriber**

**BASTIAN LAPPAN  
IM MEINECKEN SOHL 65 A  
38518 GIFHORN  
GERMANY**

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Dated 11/08/2014

## **ARTICLES OF ASSOCIATION COMPANIES ACT 2006**

### **PRIVATE COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION OF HCB BRINGDIENST LIMITED**

#### **Preliminary**

1 The regulations contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (such Schedule being hereinafter called "the Schedule") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

2 Regulations 11(2), 14, 17(b) 18(b), 18(c) and 24 of the Schedule shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of the Schedule, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

#### **Auditors**

3 The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met

#### **Share Capital**

4 The Company is a private company limited by shares, within the meaning of the Act

4a The share capital of the Company is GBP 1000 divided into 1000 shares of GBP 1 each

5 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price

#### **Share Certificates**

6 The Company shall be exempt from issuing a share certificate to each shareholder, whether subscribed to said shares on incorporation, subsequent issue and allotment of shares, or following a transfer or transmission of shares. Provided that any shareholder may specifically request the Company to issue a share certificate to the requesting shareholder, which shall be issued by the Company, free of charge, and within two months from the date of the request

### **Appointment of Directors**

7 The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 12 of the Act

8 Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one

### **Proceedings of Directors**

9 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration

10 The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum

### **Secretary**

11 The Company shall have a secretary and the first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 12 of the Act

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### **Name and Address of Subscriber**

BASTIAN LAPPAN  
IM MEINECKEN SOHL 65 A  
38518 GIFHORN  
GERMANY

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Dated 11/08/2014

Handelsregister

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11th August 2014

Dear Sir/Madam,

**Re: Application for the Registration of an Independent Branch of HCB BRINGDIENST LTD**

I, the undersigned in my capacity of Director of HCB BRINGDIENST LIMITED, a limited liability company (a private company limited by shares), with a share capital of GBP 1000 divided into 1000 shares of GBP 1 each, registered and incorporated in terms of the laws of England & Wales, with company registration 09168894, and registered office situated at Stron House, 100 Pall Mall, SW1Y 5EA, London, England, hereby submit the application for said HCB BRINGDIENST LIMITED to register a branch office it has established in GERMANY situated at

***BRAUNSCHWEIGER STRASSE 134, 38518 GIFHORN, GERMANY***

the branch office carries out collection procedures a pub and food industry as well as delivery service with systems of all kinds

In terms of English law, the Company is represented by its Directors either jointly acting as a Board or individually. Furthermore, they are authorized to appoint representatives and/or attorneys to represent the company as they may deem fit. Said attorneys need not be Directors of the Company.

The legal and judicial representation of the Branch Office shall be vested in

***BASTIAN LAPPAN (dob: 19-06-1980) IM MEINECKEN SOHL 65 A, 38518 GIFHORN, GERMANY***

Please find confirmation of important information that HCB BRINGDIENST LIMITED

- 1 Had been registered by the English Registrar of Companies on the 11th August 2014 (enclosed a copy of the certificate of incorporation in English accompanied by a certified translation in German).



- 2 Had the capacity to establish a branch in GERMANY in terms of its Memorandum & Articles of Association (enclosed Memorandum and Articles of Association accompanied by a certified translation in German)
- 3 The persons appointed as Directors of the Company (enclosed a extraordinary resolution appointing the Directors of the Company in GERMANY)
- 4 Had taken a decision to establish a branch in GERMANY (enclosed Board of Directors Resolution to this effect)
- 5 The operation of the branch in GERMANY does not require state approval

Yours faithfully,

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BASTIAN LAPPAN

11th August 2014

## **RESOLUTION OF THE BOARD OF DIRECTORS HCB BRINGDIENST LIMITED**

**At a Meeting of the Board of Directors of HCB BRINGDIENST LIMITED held today the 11th August 2014 (2014);**

**After having considered the objects of the Company, to carry on the activities of a general commercial company;**

**It was hereby unanimously resolved that:**

### **1. Setting up of a Branch in GERMANY**

The Company shall establish an Independent Branch in GERMANY operating from the following address:

**BRAUNSCHWEIGER STRASSE 134**

**38518 GIFHORN**

**GERMANY**

### **2. Representation of the Branch**

The legal and judicial representation of the Branch shall be vested in

**BASTIAN LAPPAN– IM MEINECKEN SOHL 65 A ,38518 GIFHORN, GERMANY**

### **3. Branch Object**

the branch office carries out collection procedures a pub and food industry as well as delivery service with systems of all kinds

### **4. Capital Available to the Branch**

As the Board of Directors do not intend to carry out business activities outside of GERMANY for the time being, the full share capital of the Company shall be made available to the Branch that is

GBP 1000 divided into 1000 shares of GBP 1 each

There being no further business, the meeting was adjourned *sine die*

11th August 2014

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**BASTIAN LAPPAN**



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

**Company Number 9168894**

The Registrar of Companies for England and Wales, hereby certifies that

**HCB BRINGDIENST LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

**Given at Companies House, Cardiff, on 11th August 2014**

The above information was communicated by electronic means and authenticated by the  
Registrar of Companies under section 1115 of the Companies Act 2006



**Companies House**



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