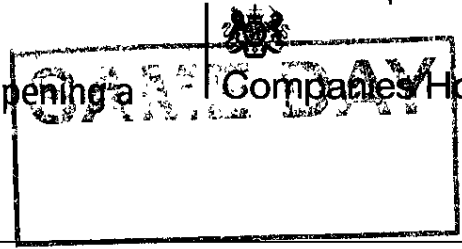


010018/100

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 Companies House UK establishment

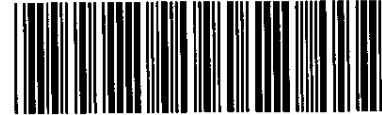


A fee is payable with this form  
Please see 'How to pay' on the last page.

**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.

FRIDAY



A06 \*A73RLG3D\* #16  
COMPANIES HOUSE

### Part 1 Overseas company details (Name)

For official use

#### A1 Corporate name of overseas company

Corporate name <sup>1</sup> WOLFPACK WHOLESale GLOBAL LIMITED ✓

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> VAPEWILD RETAIL LIMITED

<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>

This section does not apply to a European Economic Area (EEA) company registering its corporate name.

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

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

From	<sup>d</sup> 0	<sup>d</sup> 1	<sup>m</sup> 0	<sup>m</sup> 1
To	<sup>d</sup> 3	<sup>d</sup> 1	<sup>m</sup> 1	<sup>m</sup> 2

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

Months	1	0
--------	---	---

**B6**

### 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. <sup>1</sup>

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.

<sup>1</sup> 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. <sup>1</sup>
- I enclose a certified translation, if applicable. <sup>2</sup>

<sup>1</sup> 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.

<sup>2</sup> 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 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to **Section C3**.
- No Go to **Part 4 'Officers of the company'**.

### C3 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 C4**.

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

### C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. <sup>1</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Objects of the company <sup>2</sup>

Amount of issued share capital <sup>3</sup>

<sup>1</sup> This address will appear on the public record.

<sup>2</sup> Please give a brief description of the company's business.

<sup>3</sup> Please specify the amount of shares issued and the value.

# 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)

ERIC

Surname

TURNER

Former name(s)<sup>2</sup>


#### <sup>1</sup> Corporate details

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

#### <sup>2</sup> 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

1800

Street

10TH STREET

SUITE 300

Post town

PLANO

County/Region

TEXAS

Postcode

7 5 0 7 4

Country

UNITED STATES OF AMERICA

#### <sup>3</sup> 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


<sup>4</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>5</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

### Corporate secretary

<b>E1</b>	<b>Corporate secretary details<sup>1</sup></b>	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	<b>1 Registered or principal address</b> 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), DX number or LP (Legal Post in Scotland) number.
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>2</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>2 EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
Where the company/firm is registered <sup>3</sup>		<b>3</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	
	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.	<b>4 Non-EEA</b> 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 <sup>4</sup>		
If applicable, the registration number		

# OS IN01

## Registration of an overseas company opening a UK establishment

<b>E5 Corporate secretary's authority</b>	
Extent of authority	<p>Please enter the extent of your authority as corporate secretary. Please tick one box.</p> <p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>
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</p> <p><input type="checkbox"/> Jointly ❷</p>
	<p>If applicable, name(s) of person(s) with whom you are acting jointly</p>

❶ 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.

❷ 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-G5. Please use a continuation page if necessary.	
Full forename(s)	ERIC
Surname	TURNER
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	UNITED STATES OF AMERICA
Nationality	AMERICAN
Month/year of birth <sup>4</sup>	X X   m1 m0   y1 y9   y7 y9
Business occupation (if any) <sup>5</sup>	DIRECTOR, WOLFPACK WHOLESALE, INC.

**1 Corporate details**  
Please use Sections G1-G5 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	1800
Street	10TH STREET SUITE 300
Post town	PLANO
County/Region	TEXAS
Postcode	7 5 0 7 4
Country	UNITED STATES OF AMERICA

**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

<b>G1</b>	<b>Corporate director details <sup>1</sup></b>	
	Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	
Name of corporate body or firm		<b>1 Registered or principal address</b> 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), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
<b>G3</b>	<b>EEA companies <sup>2</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>2 EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> <b>3</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered <sup>3</sup>		
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	
	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.	<b>4 Non-EEA</b> 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 <sup>4</sup>		
If applicable, the registration number		

# OS IN01

## Registration of an overseas company opening a UK establishment

**G5**

### Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		<p>❶ 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.</p> <p>❷ 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.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <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 checked="" type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# 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.

Name of establishment BUBBLE VAPE CO

Building name/number 175

Street ST ALBANS ROAD

Post town WATFORD

County/Region HERTFORDSHIRE

Postcode W D 2 4 [ ] [ ] 5 B D

Country ENGLAND

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

Date establishment opened <sup>d</sup>2 <sup>d</sup>7 <sup>m</sup>0 <sup>m</sup>3 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>8

Business carried on at the UK establishment VAPE RETAIL STOREFRONT

<sup>①</sup> Address  
This is the address that will appear on the public record.

# 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)	SAHIB
Surname	SAHOTA

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

Building name/number	23
Street	BURLEIGH GARDENS SOUTHGATE
Post town	LONDON
County/Region	
Postcode	N 1 4     4 A H
Country	ENGLAND

**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	<input checked="" type="checkbox"/> Limited <sup>2</sup> <input type="checkbox"/> Unlimited
---------------------	--

Description of limited authority, if applicable	LOCAL PURCHASES TO £2,500.00 PLUS OPERATING EXPENSES AND INVENTORY
---	--

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	ROBERT MCHUGH ERIC TURNER
--	------------------------------

**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.

# 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)

SAHIB

Surname

SOHOTA

## K2 Service address of person authorised to accept service <sup>1</sup>

Building name/number

23

Street

BURLEIGH GARDENS

SOUTHGATE

Post town

LONDON

County/Region

Postcode

N 1 4 4 A H

Country

ENGLAND

### <sup>1</sup> 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	<p>Signature</p> <p>X</p>  <p>X</p>	
	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

Company name RSM

Address 9TH FLOOR, 3 HARDMAN STREET

Post town MANCHESTER

County/Region

Postcode M 3 3 H F

Country

DX

Telephone 0161 830 4000

### 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 or LP (Legal Post in Scotland) 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  
or LP - 4 Edinburgh 2 (Legal Post).

#### **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)**

Certified as a True  
Copy of the Original

COMPANIES ACT 2014

SCHEDULE 1

X [Signature]

FORM OF CONSTITUTION OF PRIVATE COMPANY LIMITED BY SHARES

Section 19

CONSTITUTION

OF

WOLFPACK WHOLESALE GLOBAL LIMITED

1. The name of the company is: **WOLFPACK WHOLESALE GLOBAL LIMITED**
2. The company is a private company limited by shares, registered under *Part 2* of the *Companies Act 2014*.
3. The liability of the members is limited.
4. The share capital of the company is € 1,000,000 divided into 1,000,000 Ordinary Shares of €1.00 each.
5. The company may have for use in any place abroad an official seal which shall resemble the common seal of the company with the addition on its face of the name of every place abroad where it is to be used.
6. The directors of the company may allot shares.
7. *Subsection 6 of section 69 of the Companies Act 2014* shall not apply to the company.
8. No call made by the directors upon the members for any unpaid moneys on their shares may be for more than one quarter of the nominal value of the share or be required to be paid less than one month after the most recent previous call, if any, was required to be paid.
9. The directors' power to decline to register a transfer of shares shall not cease to be exercisable.
10. The company may acquire its own shares.
11. Any dividend, interest or other moneys payable in cash in respect of any shares may be paid, as well as by any method provided for by law, by any method agreed with the payee (which may either be a general agreement or one confined to specific payments).
12. Any one of two or more joint holders may give valid receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders where, as well as in any circumstances provided for by law, those monies are paid by a method provided for by Regulation 11.
13. In the case of a resolution to remove a director under *section 146 of the Companies Act 2014* or to appoint somebody instead of the director so removed at the meeting at which he or she is removed, and where it is not practicable that the company give its members notice of any such resolution at the same time and in the same manner as it gives notice of that meeting, the company may give notice of such resolution in any manner which the directors may decide on.
14. The remuneration of the directors of the company shall be such as is determined, from time to time, by the company in general meeting.
15. The directors of the company may exercise the powers of the company to: borrow or raise or secure the payment of money for the purpose of or in connection with the company's business; for the purposes of or in raising of money by the company become a member of any building society; open and operate bank accounts in any country; mortgage or charge the undertaking or all or any of the real or personal property, assets, present or future, or all or any of the uncalled capital for the time being of the company; issue at



par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable; and collaterally or further to secure any securities of the company by a trust deed or other assurance. This Regulation does not reduce the powers of the directors.

16. A meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014* may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, where each of them is able (directly or by means of telephonic, video or other electronic communication) to communicate with each of the others by sign language or in any other manner agreed to by the directors, as well as in any circumstance provided for by law.
17. At the start of a conference referred to in Regulation 16, whether occurring under that Regulation or as provided for by law, each director or, as the case may be, member of the committee must acknowledge that he or she accepts that the conference is such a conference and is a meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014*, as the case may be.
18. A director or, as the case may be, member of the committee taking part in a conference referred to in Regulation 16, whether occurring under that Regulation or as provided for by law, may not stop taking part in the conference without the express permission of the chairperson, and shall be conclusively deemed to have taken part in the meeting unless and until the chairperson gives such permission.
19. The percentage of the paid up share capital of the company as carries the rights of voting at general meetings of the company which a member or members must hold not less than to be entitled to convene an extraordinary general meeting of the company is 10 per cent.
20. *Subsection (5)* of *section 182* of the *Companies Act 2014* shall apply to the company, but as if it read 30 instead of 15 minutes.
21. The business of the annual general meeting shall include the election and re-election of directors and the remuneration of the directors.
22. *Subsection (5)* of *section 218* of the *Companies Act 2014* shall apply to the company.
23. The company shall indemnify every current or former officer of it, including a statutory auditor, against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, *section 233* or *234* of the *Companies Act 2014* in which relief is granted to him or her by the High Court.

I, the person whose name and address is subscribed, wish to be formed into a company in pursuance of this constitution, and I agree to take the number of shares in the capital of the company set opposite my name.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<b>Wolfpack Wholesale</b> 1800 10 <sup>th</sup> Street Suite 300 Plano Texas 75074, USA  Corporate Body	<b>ONE HUNDRED</b>
Total shares taken:	<b>ONE HUNDRED</b>

As appropriate:                   signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

Dated the 13th day of October 2015

Witness to the above Signatures:

Eric Turner  
15516 Mosscove Cir  
Dallas  
TX 75248  
USA



**Wolfpack Wholesale Global Limited**

**Abridged Financial Statements**

**for the period from 5 November 2015 (date of incorporation) to 31 December 2016**



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COMPANIES HOUSE

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**Wolfpack Wholesale Global Limited**  
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**Wolfpack Wholesale Global Limited**  
**DIRECTORS' RESPONSIBILITIES STATEMENT**

for the period from 5 November 2015 (date of incorporation) to 31 December 2016



The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable Irish law and regulations.


Irish company law requires the directors to prepare financial statements for each financial year. Under the law the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council and promulgated by Chartered Accountants Ireland. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

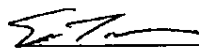
- o select suitable accounting policies for the company financial statements and then apply them consistently;
- o make judgements and estimates that are reasonable and prudent;
- o state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- o prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy and enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Signed on behalf of the board

  
\_\_\_\_\_  
Matthew Wiener  
Director

12 December 2017

  
\_\_\_\_\_  
Eric Turner  
Director

12 December 2017

# INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE DIRECTORS OF WOLFPACK WHOLESALE GLOBAL LIMITED



## pursuant to section 356(1) and 356(2) of the Companies Act 2014

On 12 December 2017 we reported as auditors of Wolfpack Wholesale Global Limited to the directors of the company on the copy of the abridged financial statements for the period from 5 November 2015 (date of incorporation) to 31 December 2016 on pages 6 to 11 and our report was as follows:

'We have examined :

- (i) the abridged financial statements for the period from 5 November 2015 (date of incorporation) to 31 December 2016 on pages 6 to 11 which the directors of Wolfpack Wholesale Global Limited propose to annex to the annual return of the company; and
- (ii) the financial statements to be laid before the Annual General Meeting, which form the basis for those abridged financial statements.

This report is made solely to the company's directors, as a body, in accordance with section 356(2) of the Companies Act 2014. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in our report under section 356(2) of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

### Respective responsibilities of directors and auditors

It is your responsibility to prepare abridged financial statements which comply with section 352 of the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the company and that those abridged financial statements have been properly prepared pursuant to sections 352 and 353 of that Act and to report our opinion to you.

### Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to annex abridged financial statements to the annual return of the company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

### Opinion

In our opinion the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act (exemptions available to small companies).

### Other Information

On 12 December 2017 we reported as auditors of Wolfpack Wholesale Global Limited to the shareholders on the company's financial statements for the period from 5 November 2015 (date of incorporation) to 31 December 2016 to be laid before its Annual General Meeting and our report was as follows:

'We have audited the financial statements of Wolfpack Wholesale Global Limited for the period from 5 November 2015 (date of incorporation) to 31 December 2016 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Shareholders' Funds and the related notes. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council and promulgated by Chartered Accountants Ireland.

This report is made solely to the company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practice Board's Ethical Standards for Auditors.

**INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE DIRECTORS  
OF WOLFPACK WHOLESALE GLOBAL LIMITED**

**RSM**

**pursuant to section 356(1) and 356(2) of the Companies Act 2014**

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- o give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2016 and of its loss for the period then ended; and
- o have been properly prepared in accordance with the relevant financial reporting framework and, in particular, the requirements of the Companies Act 2014.

**Emphasis of Matter**

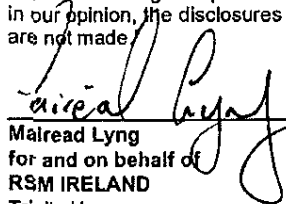
In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 5 to the financial statements concerning the company's ability to continue as a going concern. The company incurred a net loss of €307,579 during the period ended 31 December 2016 and, at that date, it had net current liabilities of €307,479. On the basis of that set out in note 5, the directors are confident that the company will have sufficient working capital for its' needs for a period of not less than twelve months from the date of approval of the financial statements. Accordingly, the directors have prepared the financial statements on the going concern basis. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

**Matters on which we are required to report by the Companies Act 2014**

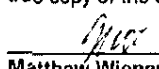
- o We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- o In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- o The financial statements are in agreement with the accounting records.
- o In our opinion the information given in the Directors' Report is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of the Act are not made.

  
Malread Lyng  
for and on behalf of  
RSM IRELAND  
Trinity House  
Charleston Road  
Ranelagh  
Dublin 6

We certify that the auditor's report on pages 4 - 5 made pursuant to section 356(1) of the Companies Act 2014 is a true copy of the original.

  
Matthew Wiener  
Secretary

12 December 2017

  
Eric Turner  
Director

12 December 2017

**Wolfpack Wholesale Global Limited**  
**BALANCE SHEET**


as at 31 December 2016




	Notes	Dec 16 €
<b>Fixed Assets</b>		
Tangible assets		3,300
<b>Current Assets</b>		
Stocks		50,089
Debtors		66,834
Cash and cash equivalents		39,026
		<u>155,949</u>
<b>Creditors: Amounts falling due within one year</b>	9	<u>(466,728)</u>
<b>Net Current Liabilities</b>		<u>(310,779)</u>
<b>Total Assets less Current Liabilities</b>		<u>(307,479)</u>
<b>Capital and Reserves</b>		
Called up share capital presented as equity	11	100
Profit and Loss Account		<u>(307,579)</u>
<b>Equity attributable to owners of the company</b>		<u>(307,479)</u>

We as Directors of Wolfpack Wholesale Global Limited, state that -  
 The company has relied on the specified exemption contained in section 352 Companies Act 2014; the company has done so on the grounds that it is entitled to the benefit of that exemption as a small company and confirm that the abridged financial statements have been properly prepared in accordance with section 353 Companies Act 2014.

Approved by the board on 12 December 2017 and signed on its behalf by:

  
 \_\_\_\_\_  
**Matthew Wiener**  
 Director

  
 \_\_\_\_\_  
**Eric Turner**  
 Director



**Wolfpack Wholesale Global Limited**  
**RECONCILIATION OF SHAREHOLDERS' FUNDS**  
as at 31 December 2016



	Share capital	Retained earnings	Total
	€	€	€
Loss for the period	-	(307,579)	(307,579)
Net proceeds of equity ordinary share issue	100	-	100
<b>At 31 December 2016</b>	<b>100</b>	<b>(307,579)</b>	<b>(307,479)</b>

**Wolfpack Wholesale Global Limited**  
**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS**

for the period from 5 November 2015 (date of incorporation) to 31 December 2016



**1. GENERAL INFORMATION**

Wolfpack Wholesale Global Limited is a company limited by shares incorporated in Republic of Ireland. Trinity House, Charleston Road, Ranelagh, Dublin 6, is the registered office. The principal place of activity is in Unit 3B, C & D Rosemount Park Drive Ballycoolin Dublin 15. The nature of the company's operations and its principal activities are set out in the Directors' Report. The financial statements have been presented in Euro (€) which is also the functional currency of the company.

**2. ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

**Statement of compliance**

The financial statements of the company for the year ended 31 December 2016 have been prepared on the going concern basis and in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102). These are the company's first set of financial statements prepared in accordance with FRS 102. There have been no transitional adjustments made.

**Basis of preparation**

The financial statements have been prepared on the going concern basis and in accordance with the historical cost convention except for certain properties and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council and promulgated by Chartered Accountants Ireland.

**Turnover**

Turnover comprises the invoice value of goods supplied by the company, exclusive of trade discounts and value added tax.

**Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost or at valuation, less accumulated depreciation. The charge to depreciation is calculated to write off the original cost or valuation of tangible fixed assets, less their estimated residual value, over their expected useful lives as follows:

Offices & Computer Equipment	-	10% Straight line
------------------------------	---	-------------------

The carrying values of tangible fixed assets are reviewed annually for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

**Leasing**

Rentals payable under operating leases are dealt with in the Profit and Loss Account as incurred over the period of the rental agreement.

**Stocks**

Stocks are valued at the lower of cost and net realisable value. Stocks are determined on a first-in first-out basis. Cost comprises expenditure incurred in the normal course of business in bringing stocks to their present location and condition. Full provision is made for obsolete and slow moving items. Net realisable value comprises actual or estimated selling price (net of trade discounts) less all further costs to completion or to be incurred in marketing and selling.

**Trade and other debtors**

Trade and other debtors are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less impairment losses for bad and doubtful debts except where the effect of discounting would be immaterial. In such cases the receivables are stated at cost less impairment losses for bad and doubtful debts.

**Trade and other creditors**

Trade and other creditors are initially recognised at fair value and thereafter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

**Wolfpack Wholesale Global Limited**  
**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS**



for the period from 5 November 2015 (date of incorporation) to 31 December 2016

**Taxation**

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the period and is calculated using the tax rates and laws that have been enacted or substantially enacted at the Balance Sheet date.

**Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the Balance Sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at the rates of exchange ruling at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The resulting exchange differences are dealt with in the Profit and Loss Account.

**Share capital of the company**

**Ordinary share capital**

The ordinary share capital of the company is presented as equity.

**3. ADOPTION OF FRS 102**

This is the first set of financial statements prepared by Wolfpack Wholesale Global Limited in accordance with accounting standards issued by the Financial Reporting Council, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102"). The company transitioned from previously extant Irish and UK GAAP to FRS 102 as at 1 January 2014.

**4. PERIOD OF FINANCIAL STATEMENTS**

The financial statements are for the 13 month 27 days period from 5 November 2015 (date of incorporation) to 31 December 2016.

**5. GOING CONCERN**

At the period end, 31 December 2016, the company had a deficiency in shareholders funds of €307,479. The financial statements have been prepared on the going concern basis. The directors believe that the going concern basis of accounting is appropriate for the following reasons:

- the company has received confirmation from its parent company that it will not seek repayment of its loan should that put the company under financial strain; and
- the company has received confirmation from its parent company that it will provide additional loans should the need arise, thereby ensuring that the company will have sufficient working capital for its needs for a period of not less than twelve months from the date of approval of financial statements.

The financial statements do not include any adjustments to the carrying amount or classification of assets and liabilities that would arise if the company was unable to continue as a going concern.

**6. STATEMENT ON PREVIOUS PERIODS**

The company did not present financial statements for previous periods.

**7. CRITICAL ACCOUNTING JUDGEMENT AND ESTIMATES**

The directors consider the accounting estimates and assumptions below to be its critical accounting judgements and estimates:

**Useful lives of tangible fixed assets**

Long-lived assets comprising of office and computer equipment, represent a portion of total assets. The annual depreciation charge depends primarily on the estimated lives of each asset and, in certain circumstances, estimates of residual values. The directors regularly review these useful lives and change them if necessary to reflect current conditions. In determining these useful lives management consider technological change, patterns of consumption, physical condition and expected economic utilisation of assets. Changes in useful lives can have a significant impact on the depreciation charge for the financial year.

**Wolfpack Wholesale Global Limited**  
**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS**

for the period from 5 November 2015 (date of incorporation) to 31 December 2016



**8. EMPLOYEES AND REMUNERATION**

**Number of employees**

The average number of persons employed (including executive directors) during the period was as follows:

	Dec 16 Number
Director	2
Warehouse Operatives	2
	<u>4</u>

The staff costs (inclusive of directors' salaries) comprise:

	Dec 16 €
Wages and salaries	28,504
Social welfare costs	3,662
	<u>32,166</u>

**9. CREDITORS**

Dec 16  
€

Included in creditors:

Amounts falling due within one year  
 Taxation (Note 10)

1,033

**10. TAXATION**

Dec 16  
€

Debtors:

VAT

9,899

Creditors:

PAYE

1,033

**11. SHARE CAPITAL**

Dec 16  
€

Description	Number of shares	Value of units	
<b>Authorised</b>			
Ordinary Shares	1,000,000	€1 each	<u>1,000,000</u>
<b>Allotted, called up and fully paid</b>			
Ordinary Shares	100	€1 each	<u>100</u>

During the period the company issued 100 ordinary shares of € 1 each.

**Wolfpack Wholesale Global Limited**  
**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS**

for the period from 5 November 2015 (date of incorporation) to 31 December 2016



No director or the secretary had an interest in the share capital of the company at any time during the period. The directors' and the secretary's interests in the share capital of other group companies are as follows:

Name	Company	Class of Shares	Number Held At 31/12/16
<b>Holdings in Parent Company</b>			
Robert McHugh	Wolfpack Wholesale Inc	Common stock	33
Eric Turner	Wolfpack Wholesale Inc	Common stock	33

**12. DIRECTORS' REMUNERATION**

	Dec 16
	€
Remuneration	<u>8,077</u>

**13. PARENT AND ULTIMATE PARENT COMPANY**

The company regards Wolfpack Wholesale Inc as its parent company.

The company's ultimate parent undertaking is Wolfpack Wholesale Inc. Wolfpack Wholesale Inc is regarded as both the controlling party and the ultimate controlling party.

**14. POST-BALANCE SHEET EVENTS**

There have been no significant events affecting the company since the period-end.

**15. APPROVAL OF FINANCIAL STATEMENTS**

*The financial statements were approved and authorised for issue by the board of directors on 12 December 2017.*

**Wolfpack Wholesale Global Limited**  
**EXTRACT FROM DIRECTORS' REPORT**

for the period from 5 November 2015 (date of Incorporation) to 31 December 2016



*Extract from the Directors' Report in accordance with Section 329 of the Companies Act 2014*

There were no changes in shareholdings between 31 December 2016 and the date of signing the financial statements.

**Holdings in Parent Company**

<b>Name</b>	<b>Company</b>	<b>Class of Shares</b>	<b>Number Held At 31/12/16</b>
Robert McHugh	Wolfpack Wholesale Inc	Common stock	33
Eric Turner	Wolfpack Wholesale Inc	Common stock	33

**INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS  
of Wolfpack Wholesale Global Limited  
pursuant to section 356(2) of the Companies Act 2014**

**RSM**

'We have examined:

- (i) the abridged financial statements for the period from 5 November 2015 (date of incorporation) to 31 December 2016 on pages 6 to 11 which the directors of Wolfpack Wholesale Global Limited propose to annex to the annual return of the company; and
- (ii) the financial statements to be laid before the Annual General Meeting, which form the basis for those abridged financial statements.'

This report is made solely to the company's directors, as a body, in accordance with section 356(2) of the Companies Act 2014. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in our report under section 356(2) of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

It is your responsibility to prepare abridged financial statements which comply with the section 352 of the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the company and that those abridged financial statements have been properly prepared pursuant to sections 352 and 353 of that Act and to report our opinion to you.

**Basis of opinion**

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to annex abridged financial statements to the annual return of the company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

**Opinion**

In our opinion the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act (exemptions available to small companies).

  
\_\_\_\_\_

**RSM IRELAND**  
Trinity House  
Charleston Road  
Ranelagh  
Dublin 6

**12 December 2017**



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC035210

UK Establishment No. BR020291

The Registrar of Companies hereby certifies that

**VAPEWILD RETAIL LIMITED**

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 **13th April 2018**.