

Company No. 5418233

**Clode Funding Limited  
(the "Company")**

Minutes of a meeting of the board of directors of the Company held at Unit 19-20, Neptune Court, Vanguard Way, Cardiff CF24 5PJ on 18<sup>th</sup> August 2011 at 9 15 am

**PRESENT:** Nick Davies  
Jeremy Morris  
Angus Penman – Chairman  
John Jarvis

**IN ATTENDANCE:**



**1. NOTICE AND QUORUM**

The Chairman reported that notice of the meeting had been given to all those persons entitled to receive notice and, a quorum being present, the Chairman declared the meeting open

**2. PURPOSE**

- 2 1 The Chairman reported that the meeting had been convened to consider and, if thought fit, approve a change of name for the company in connection with the rebranding for the company & the group
- 2 2 The Chairman reminded the directors of the need to consider their general duties, including those contained in Part 10 Ch 2 (and particularly the six factors listed in section 172(1)) of the Companies Act 2006 (the "Act"), in considering the matters to be dealt with at the meeting

**3 DISCLOSURE OF INTERESTS**

- 3 1 The Chairman reminded the directors of their obligations under section 177 of the Act and the articles of association of the Company to

- 3 1 1 declare the nature and extent of their interests (direct or indirect) in any proposed or existing transaction or arrangement with the Company, and
- 3 1 2 update any declaration of interests which has become inaccurate or incomplete

It was noted that the Act permits a declaration of interests to be made at a board meeting, by notice in writing to the other directors or by giving general notice of a relationship with, or interest in, another company or person. Each director confirmed he had no declarations to make or update

- 3 2 It was noted that, notwithstanding their declared interests, the directors were entitled to vote and count in the quorum of the meeting

#### **4. CHANGE OF NAME**

- 4 1 A draft NM01 Change of Name form from Companies House was produced to the meeting
- 4 2 The name proposed was "V12 Personal Finance Limited"
- 4 3 The name change would apply to this company and would be part of the overall group rebranding project being undertaken by Staziker Jones Design Consultancy

#### **5. EXECUTION OF CHANGE OF NAME**

After careful consideration by the directors of the proposed change of name, it was unanimously resolved that

- 5 1 any one director be authorised to execute the NM01 Change of Name form for submission to Companies House,
- 5 2 any director be authorised to deliver the NM01 Change of Name form on behalf of the Company, and
- 5 3 any director be authorised to inform all other interested parties of the name change, in particular, Royal Bank of Scotland plc

#### **6. CLOSE**

There being no further business, the meeting was closed

 Chairman



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5418233

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**CLODE FUNDING LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**V12 PERSONAL FINANCE LIMITED**

Given at Companies House on **23rd August 2011**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES