



**FILE COPY**

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

Company No. 7136490

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

**EUROPEAN FINANCIAL SOLUTIONS 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/Wales

Given at Companies House on **26th January 2010**



**\*N07136490H\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

IN01

Application to register a company



irIS<sup>™</sup>  
LASERFORM

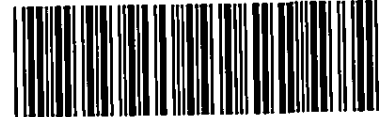
021145/50 SD

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  
private or public company.

✗ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01.

TUESDAY



\*POSUBGZP\*

PC2

26/01/2010

42

COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
  
All fields are mandatory unless  
specified or indicated by \*

A1 Company details

Please show the proposed company name below.

Proposed company  
name in full ①

EUROPEAN FINANCIAL SOLUTIONS LIMITED

For official use

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① **Duplicate names**  
Duplicate names are not permitted. A  
list of registered names can be found  
on our website. There are various rules  
that may affect your choice of name.  
More information is available at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A2 Company name restrictions ②

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.

② **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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this.  
For more details, please go to our  
website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A4 Company type ④

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked):

- ☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

④ **Company type**  
If you are unsure of your company's  
type, please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Application to register a company

**A5****Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

**A6****Registered office address ②**

Please give the registered office address of your company.

Building name/number 17 A

Street CURZON STREET

Post town LONDON

County/Region

Postcode W 1 J 5 H S

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

**A7****Articles of association ③**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

**③** For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8****Restricted company articles ④**

Please tick the box below if the company's articles are restricted.

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Application to register a company

**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.**

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
**For a corporate secretary, complete Sections C1-C5.**

Title *	MR
Full forename(s)	ANDREW MARK
Surname	CHADWICK
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	26
Street	PARK LODGE CLOSE
Post town	CHEADLE
County/Region	
Postcode	S K 8 1 H U
Country	ENGLAND

**③ Service address**


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3****Signature ④**

I consent to act as secretary of the proposed company named in **Section A1.**

Signature	Signature 
-----------	--

**④ Signature**

The person named above consents to act as secretary of the proposed company.

# IN01

## Application to register a company

### Corporate secretary

<b>C1 Corporate secretary appointments ①</b>	
Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>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.	
<b>C2 Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>	
<b>C3 EEA companies ②</b>	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③	
Registration number	
<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
<b>C4 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.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	
<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.	
<b>C5 Signature ⑤</b>	
I consent to act as secretary of the proposed company named in <b>Section A1</b> .	
Signature	Signature X X
<b>⑤ Signature</b> The person named above consents to act as corporate secretary of the proposed company.	

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Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E5.</b>	
Title *	MR
Full forename(s)	JOHN MCDONALD
Surname	GREEN-ARMYTAGE
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d0 d6 m0 m6 y1 y9 y4 y5
Business occupation (if any) ④	DIRECTOR

## ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

## Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	THE CEDARS
Street	BARNES COMMON
Post town	LONDON
County/Region	
Postcode	S W 1 3 O H P
Country	ENGLAND

## ⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

## Signature ⑥

I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	Signature 

## ⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E5.</b>	
Title *	MR
Full forename(s)	JOHN RODEN
Surname	PLIMMER
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	NEW ZEALANDER
Date of birth	d0 d8 m0 m1 y1 y9 y5 y8
Business occupation (if any) ④	DIRECTOR

## ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

## Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	155
Street	NIGHTINGALE LANE
Post town	LONDON
County/Region	
Postcode	S W 1 2 8 N Q
Country	ENGLAND

## ⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

## Signature ⑥

I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	Signature X  X

## ⑥ Signature

The person named above consents to act as director of the proposed company.

# IN01

## Application to register a company

### Corporate director

#### E1 Corporate director appointments ①

	Please use this section to list all the corporate directors taken on formation.
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Additional appointments**  
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

**Registered or principal address**  
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.

#### E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?  
→ **Yes** Complete **Section E3** only  
→ **No** Complete **Section E4** only

#### E3 EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.
Where the company/firm is registered ③	
Registration number	

**② EEA**  
A full list of countries of the EEA can be found in our guidance:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

#### E4 Non-EEA companies

	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.
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

**④ Non-EEA**  
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.

#### E5 Signature ⑤

	I consent to act as director of the proposed company named in <b>Section A1</b> .
Signature	Signature X

**⑤ Signature**  
The person named above consents to act as corporate director of the proposed company.



IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to **Part 4 (Statement of guarantee)**.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.  
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY SHARE	£1.00		100	£ 100.00
				£
				£
				£
<b>Totals</b>			100	£ 100.00

**F2****Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**F3****Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	100
Total aggregate nominal value ④	£100

④ **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② Total number of issued shares in this class.

③ Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

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## Application to register a company

**F4**

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

ORDINARY SHARES

Prescribed particulars  
①

FULL RIGHTS AS TO VOTING, DIVIDENDS AND RETURN OF CAPITAL.

**① Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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## Application to register a company

Class of share

Prescribed particulars

1

### 1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

#### Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

**IN01**

## Application to register a company

**F5****Initial shareholdings**

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

**Initial shareholdings**

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
<b>Name</b> JZI FINANCE 5 LIMITED	ORDINARY	51	£	1.00		51.00
<b>Address</b> 5TH FLOOR, 17A CURZON STREET, LONDON W1J 5HS						
<b>Name</b> RUPERT GEORGE WEBB	ORDINARY	38	£	1.00		38.00
<b>Address</b> MOSS BANK FARM, SEVEN SISTERS LANE, TOFT, CHESHIRE WA16 8TJ						
<b>Name</b> ANTHONY JOHN MACHIN	ORDINARY	7	£	1.00		7.00
<b>Address</b> SUMMER HILL, 168 CHESTER ROAD, MACCLESFIELD SK11 8PT						
<b>Name</b> ANDREW MARK CHADWICK	ORDINARY	4	£	1.00		4.00
<b>Address</b> 26 PARK LODGE CLOSE, CHEADLE SK8 1HU						
<b>Name</b>						
<b>Address</b>						

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Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below.  
 → **No** Go to **Part 5** (Statement of compliance).

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

#### ① Name

Please use capital letters.

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

## Part 5

### Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

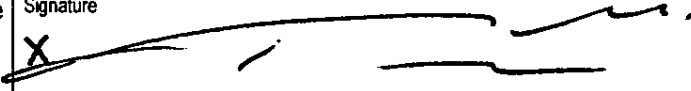
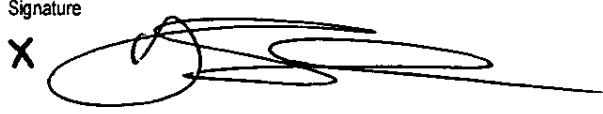

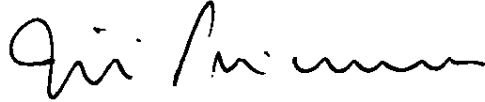
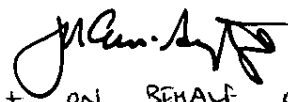



**H1**

#### Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X FOR + ON BEHALF OF J2I FINANCE 5 LIMITED
Subscriber's signature	Signature X  X FOR + ON BEHALF OF J2I FINANCE 5 LIMITED
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X

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Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

**H2****Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	HALLIWELLS LLP									
Building name/number	3 HARDMAN SQUARE									
Street										
Post town	MANCHESTER									
County/Region										
Postcode	M	3		3	E	B				
Country										
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.									
Agent's signature	Signature X									

X



# IN01

## Application to register a company



### 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 KHURSHID VALLI

Company name HALLIWELLS LLP

Address 3 HARDMAN SQUARE

Post town MANCHESTER

County/Region

Postcode M 3 3 E B

Country

DX 14317 Manchester 1

Telephone 0844 875 8000



### Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).  
☒ At the agents address (Given in Section H2).



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ 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.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ 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.



### How to pay

A fee of £20 is payable to Companies House to register a 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:

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

**For companies 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 companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.

### Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01 - continuation page

Application to register a company

## Director

**D1**

### Director appointments ①

Please use this section to list all the directors of the company.  
**For a corporate director, complete Sections E1-E5.**

Title *	MR
Full forename(s)	ANTHONY JOHN
Surname	MACHIN
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d3 d1 m0 m8 y1 y9 y6 y6
Business occupation (if any) ④	DIRECTOR

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section D4.

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

### Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	SUMMER HILL
Street	168 CHESTER ROAD
Post town	MACCLESFIELD
County/Region	
Postcode	S K 1 1 8 P T
Country	ENGLAND

**⑤ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3**

### Signature ⑥

I consent to act as director of the proposed company named in **Section A1**.

Signature	Signature 
-----------	--

**⑥ Signature**

The person named above consents to act as director of the proposed company.

# IN01 - continuation page

Application to register a company

## Director

**D1**

### Director appointments ①

Please use this section to list all the directors of the company.  
For a corporate director, complete Sections E1-E5.

Title *	MR								
Full forename(s)	ANDREW MARK								
Surname	CHADWICK								
Former name(s) ②									
Country/State of residence ③	ENGLAND								
Nationality	BRITISH								
Date of birth	<table><tr><td>d2</td><td>d5</td><td>m0</td><td>m8</td><td>y1</td><td>y9</td><td>y6</td><td>y7</td></tr></table>	d2	d5	m0	m8	y1	y9	y6	y7
d2	d5	m0	m8	y1	y9	y6	y7		
Business occupation (if any) ④	DIRECTOR								

- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

### Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.




Building name/number	26								
Street	PARK LODGE CLOSE								
Post town	CHEADLE								
County/Region									
Postcode	<table><tr><td>S</td><td>K</td><td>8</td><td></td><td>1</td><td>H</td><td>U</td><td></td></tr></table>	S	K	8		1	H	U	
S	K	8		1	H	U			
Country	ENGLAND								

- ⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

**D3**

### Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

- ⑥ Signature**  
The person named above consents to act as director of the proposed company.

**MEMORANDUM OF ASSOCIATION OF**  
**EUROPEAN FINANCIAL SOLUTIONS LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

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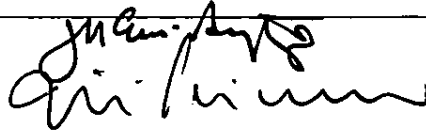
***Name of each subscriber***

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***Authentication by each subscriber***

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JZI Finance 5 Limited



.....  
for and on behalf of  
JZI Finance 5 Limited

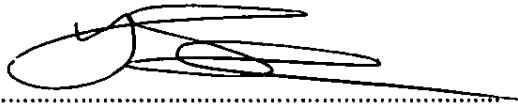
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Rupert George Webb



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Anthony John Machin



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Andrew Mark Chadwick



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Dated: 25 January 2010

Company number:

EUROPEAN FINANCIAL SOLUTIONS LIMITED

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ARTICLES OF ASSOCIATION

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**Halliwells**

## **INDEX**

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**Company Number:**

**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**EUROPEAN FINANCIAL SOLUTIONS LIMITED**

**1      Definitions and interpretation**

- 1.1      In these Articles the following words and expressions have the following meanings unless the context otherwise requires:

**"Act"**

the Companies Act 2006;

**"Business Day"**

a day other than a Saturday or Sunday or public holiday in England;

**"Director"**

a duly appointed director of the Company from time to time and **"Directors"** shall be construed accordingly;

**"Eligible Director"**

a Director who would be entitled to vote on a matter at a meeting of the Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter) and references to "eligible directors" in article 8 of the Model Articles shall be construed accordingly;

**"Member"**

a registered holder of an issued Share from time to time, as recorded in the register of members of the Company;

**"Model Articles"**

the model articles for private companies limited by shares contained in schedule 1 of the Companies (Model Articles) Regulations 2008 as amended prior to, and in force as at, the Adoption Date;

**"Relevant Securities"**

any Shares, or any right to subscribe for or convert any securities into any Shares; and

**"Share"**

an ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles.

- 1.2      These Articles and the provisions of the Model Articles (subject to any modifications set out in these Articles) shall constitute all the articles of association of the Company.

- 1.3      In these Articles a reference to:

1.3.1      a statutory provision includes a reference to the statutory provision as replaced, modified or re-enacted from time to time before or after the date of these Articles and any subordinate legislation made under the statutory provision before or after the date of these Articles;

1.3.2      a person includes a reference to an individual, body corporate, association, government, state, agency of state or any undertaking (whether or not having a legal personality and irrespective of the jurisdiction in or under the law of which it was incorporated or exists); and

1.3.3 "these Articles" is to these articles of association (including the provisions of the Model Articles incorporated therein), and a reference to an article is to an article of these Articles, in each case as amended from time to time in accordance with the terms of these Articles and the Act.

1.4 The contents table and headings in these Articles are for convenience only and do not affect their interpretation.

1.5 Words importing the singular include the plural and vice versa and words importing a gender include every gender.

1.6 The Contracts (Rights of Third Parties) Act 1999 shall not apply to any rights under these Articles.

## **2 Issue of Shares**

2.1 The Directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise any power of the Company to allot Relevant Securities. The authority granted under this article 2.1 shall:

2.1.1 be limited to a maximum amount in nominal value of £100;

2.1.2 only apply in so far as it is not renewed, waived or revoked by ordinary resolution of the Members; and

2.1.3 expire on the day immediately preceding the fifth anniversary of the date of adoption of these Articles, provided that the Directors may allot Relevant Securities after the expiry of such period in pursuance of an offer or agreement to do so made by the Company within such period.

2.2 The Directors may allot, grant or otherwise dispose of Relevant Securities to such persons at such times and generally on such terms and conditions as they think fit in their absolute discretion, provided that no Share shall be issued at a discount.

2.3 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to the Company.

## **3 Proxies**

Article 45(1) of the Model Articles shall be amended as follows by the insertion of the following as a new paragraph at the end of Article 45(1): "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion accept the proxy notice at any time before the meeting."

## **4 General meetings**

4.1 Article 41 of the Model Articles shall be amended by the addition of the following as a new paragraph 41(7) in that article: "If within half an hour of the time appointed for the holding of an adjourned meeting a quorum is not present, the Member(s) present (either in person, by proxy or by a duly appointed corporate representative) shall constitute a quorum".

4.2 A poll may be demanded at any general meeting by:

4.2.1 the chairman; or

4.2.2 by any Member present (in person, by proxy or by a duly appointed corporate representative) and entitled to vote on the relevant resolution.



Article 44(2) of the Model Articles shall not apply to the Company.

4.3 Article 44(3) of the Model Articles shall be amended by the insertion of the following as a new paragraph at the end of that article: "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made."

4.4 Article 45(1) of the Model Articles shall be amended as follows:

4.4.1 by the deletion of the words in Article 45(1)(d) and the substitution therefor of the following: "is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate."; and

4.4.2 by the insertion of the following as a new paragraph at the end of Article 45(1): "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion accept the proxy notice at any time before the meeting."

4.5 The Company shall not be required to give notice of a general meeting to a Member:

4.5.1 whose registered address is outside the United Kingdom unless he has provided an address for service within the United Kingdom; or

4.5.2 for whom the Company no longer has a valid United Kingdom address.

## 5 **Appointment of Directors**

In any case where, as a result of death or bankruptcy, the Company has no Members and no Directors, the transmittee(s) of the last Member to have died or to have a bankruptcy order made against him (as the case may be) has the right, by notice in writing, to appoint a natural person who is willing to act and is permitted to do so, to be a Director. Article 27(3) of the Model Articles shall be modified accordingly.

## 6 **Alternate Directors**

6.1 Any Director (in this article 6, an "**appointor**") may appoint as an alternate any other Director, or any other person approved by resolution of the Directors, to:

6.1.1 exercise that director's powers; and

6.1.2 carry out that director's responsibilities,

in relation to the taking of decisions by the Directors, in the absence of the alternate's appointor.

6.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the Directors.

6.3 The notice must:

6.3.1 identify the proposed alternate; and

6.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the Director giving the notice.

- 6.4 An alternate Director may act as alternate director to more than one Director and has the same rights in relation to any decision of the Directors as the alternate's appointor.
- 6.5 Save as provided otherwise in these Articles, alternate Directors:
- 6.5.1 are deemed for all purposes to be Directors;
  - 6.5.2 are liable for their own acts and omissions;
  - 6.5.3 are subject to the same restrictions as their appointors; and
  - 6.5.4 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member.
- 6.6 A person who is an alternate Director but not a Director:
- 6.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
  - 6.6.2 may participate in a unanimous decision of the Directors (but only if his appointor is an Eligible Director in relation to that decision and does not himself participate); and
  - 6.6.3 shall not be counted as more than one Director for the purposes of articles 6.6.1 and 6.6.2.
- 6.7 A Director who is also an alternate Director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the Directors (provided that his appointor is an Eligible Director in relation to that decision), but shall not count as more than one Director for the purposes of determining whether a quorum is present.
- 6.8 An alternate Director is not entitled to receive any remuneration from the Company for serving as an alternate Director except such part of the remuneration of the alternate's appointor as the appointor may direct by notice in writing to the Company. An alternate Director shall be entitled to be reimbursed by the Company such expenses as might properly be reimbursed to him if he were a Director.
- 6.9 The appointment of an alternate Director terminates:
- 6.9.1 when the alternate's appointor revokes the appointment by notice in writing to the Company specifying when it is to terminate;
  - 6.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a Director;
  - 6.9.3 on the death of the alternate's appointor; or
  - 6.9.4 when the appointment of the alternate's appointor as a Director terminates.

## **7 Proceedings of Directors**

- 7.1 Save where the Company has a sole Director, two Eligible Directors, present either in person or by a duly appointed alternate, shall be a quorum. For the purpose of any

meeting held to authorise a director's conflict of interest under article 9 if there is only one Eligible Director in office other than the conflicted Director(s), the quorum for such meeting shall be one Eligible Director. Article 11(2) of the Model Articles shall not apply to the Company.

- 7.2 If the number of votes for and against a proposal at a Directors' meeting are equal the chairman shall have a casting vote, provided that the chairman shall not have a casting vote if he is not an Eligible Director for the purposes of the relevant directors' decision. Article 13 of the Model Articles shall not apply to the Company.

## **8 Transactions or other arrangements with the Company**

- 8.1 Subject to sections 177 and 182 of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way (whether directly or indirectly) interested in an existing or proposed transaction or arrangement with the Company:

8.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

8.1.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or a committee of Directors) in respect of such contract or proposed contract in which he is interested;

8.1.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision of the Directors, in respect of such contract or proposed contract in which he is interested;

8.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;

8.1.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

8.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

- 8.2 Articles 14(1) to 14(4) of the Model Articles shall not apply to the Company.

## **9 Directors' conflicts of interest**

- 9.1 The Directors may, in accordance with the requirements set out in this article 9, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest (a "**Conflict**").

- 9.2 Any authorisation under this article will be effective only if:

- 9.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
  - 9.2.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
  - 9.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 9.3 Any authorisation of a Conflict under this article 9 may (whether at the time of giving the authorisation or subsequently):
- 9.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - 9.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and
  - 9.3.3 be terminated or varied by the Directors at any time.
- This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 9.4 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person, the Director is under no obligation to:
- 9.4.1 disclose such information to the Directors or to any Director or other officer or employee of the Company; or
  - 9.4.2 use or apply any such information in performing his duties as a Director,
- where to do so would amount to a breach of that confidence.
- 9.5 Where the Directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the Director:
- 9.5.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
  - 9.5.2 is not given any documents or other information relating to the Conflict; and
  - 9.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 9.6 Where the Directors authorise a Conflict:
- 9.6.1 the relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and
  - 9.6.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

- 9.7 A Director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **10 Service of Documents**

- 10.1 Any notice, document or other information given in accordance with these Articles shall be deemed served on or delivered to the intended recipient:
- 10.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
  - 10.1.2 if properly addressed and sent by reputable international overnight courier to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, 5 Business Days after posting provided that delivery in at least 5 Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider;
  - 10.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 10.1.4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - 10.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article 10.1, no account shall be taken of any part of a day that is not a working day.

- 10.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

## **11 Indemnity**

- 11.1 Subject to article 11.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- 11.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:
    - (a) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
    - (b) in relation to the activities of the Company (or any associated company) as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (or any associated company); and

11.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 11.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

11.2 This article 11 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

11.3 In this article 11 and in article 12:

11.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

11.3.2 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

11.4 Article 52 of the Model Articles shall not apply to the Company.

## 12 **Insurance**

12.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by that relevant officer in connection with his duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

12.2 Article 53 of the Model Articles shall not apply to the Company.