



**FILE COPY**

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

Company No 7818039

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

**5KBW PROCURECO LIMITED**

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

Given at Companies House on **20th October 2011**



**\*N07818039N\***



**Companies House**  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# IN01

## Application to register a company

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  
this, please use form LL IN01

DSR \*DUK8KYJ0\* 33  
20/10/2011  
COMPANIES HOUSE  
RC2 \*RM4XWYDL\* 65  
14/10/2011  
COMPANIES HOUSE  
A03 07/10/2011 260  
COMPANIES HOUSE  
\*DULEMACI  
DSR 07/09/2011 7  
COMPANIES HOUSE  
\*AI65HWT9\*  
A20 19/08/2011 193  
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

**5KBW PROWRECO LIMITED**

For official use

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)

# IN01

Application to register a company

**A5**

## Situation of registered office

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

### 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

Please give the registered office address of your company

Building name/number

5

Street

KING'S BENCH WALK  
 TEMPLE

Post town

LONDON

County/Region

Postcode

E C 4 Y 7 D N

### 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

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

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

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

☐

### 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)

IN01

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 L1. 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*	
Full forename(s)	
Surname	
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	
Street	
Post town	
County/Region	
Postcode	
Country	

**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 X	X
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**④ Signature**

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

IN01

Application to register a company

**Corporate secretary****C1 Corporate secretary appointments**

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

**Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary 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

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies**

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

Registration number

**EEA**

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

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

**C4 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

Registration number

**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

**C5 Signature**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

**Signature**

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	JONATHAN ALEXANDER CAMERON
Surname	HIGGS
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	23 09 1963
Business occupation (if any) ④	BARRISTER

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	EC4Y 7DN
Country	

**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 X  X
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**⑥ Signature**

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	RICHARD
Surname	SONES
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	04 12 1945
Business occupation (if any) ④	

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK
	TEMPLE
Post town	
County/Region	LONDON
Postcode	E C 4 Y 7 D N
Country	

**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.

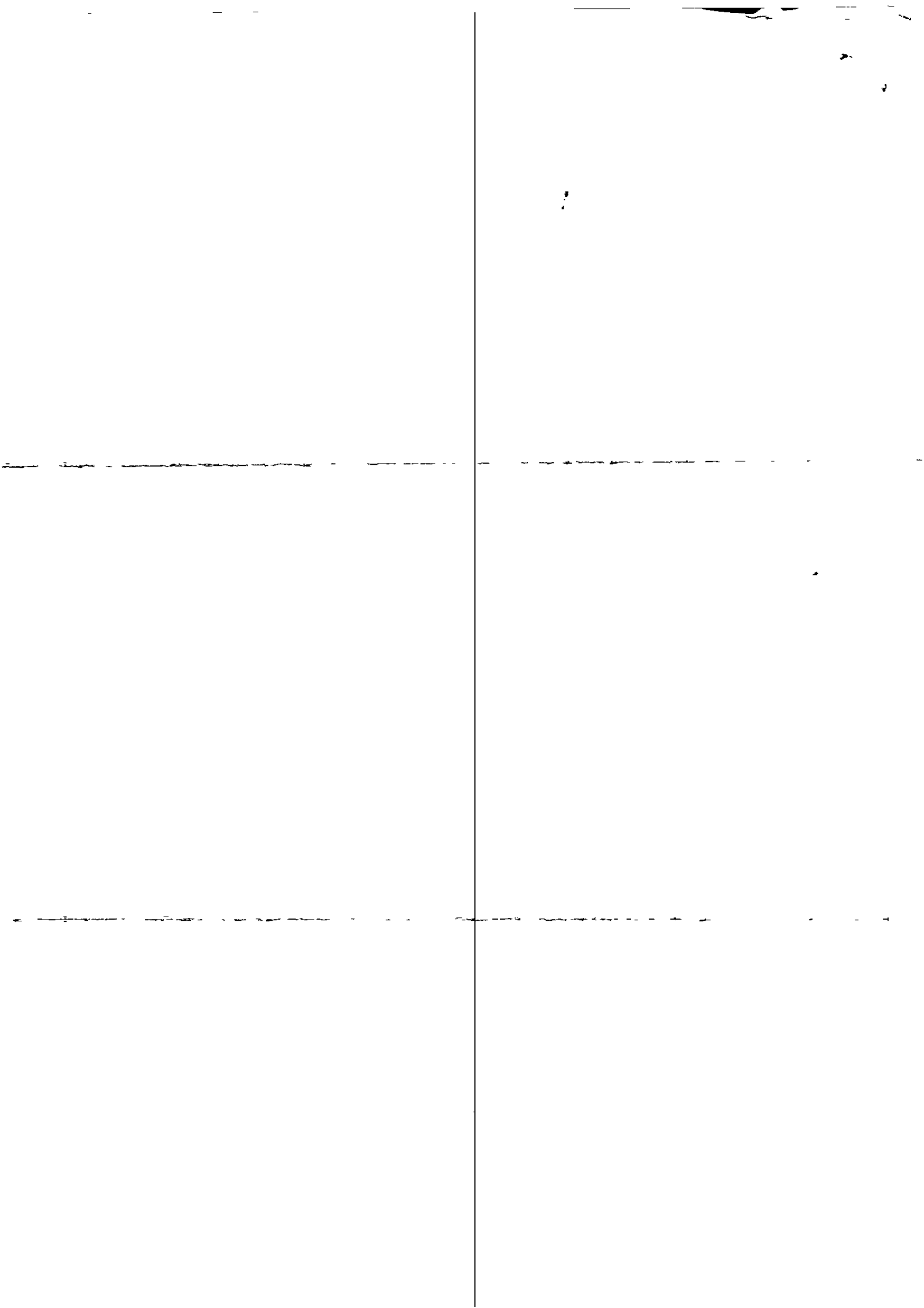
**D3****Signature ⑥**

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

Signature	Signature X <i>Richard Sones</i> X
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**⑥ Signature**

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





IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	Mr.
Full forename(s)	Bartholomew Vincent
Surname	O'TOOLE
Former name(s)②	
Country/State of residence③	England
Nationality	AMERICAN
Date of birth	d 1 4 m 0 8 y 1 9 5 5
Business occupation (if any)④	Barrister

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	E C 4 Y 7 D N
Country	

**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 X Bartholomew O'Toole X
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**⑥ Signature**

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	MS
Full forename(s)	SUSAN ANNE
Surname	RODHAM
Former name(s) ②	
Country/State of residence ③	U.K.
Nationality	BRITISH
Date of birth	01 06 1966
Business occupation (if any) ④	BARRISTER

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	EC4Y 7DN
Country	

**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	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div>  <div style="margin-left: 20px;">X</div> </div>
-----------	---

**⑥ Signature**

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	DANIEL MICHAEL
Surname	ROBINSON
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	1 2 0 3 1 9 6 8
Business occupation (if any) ④	BARRISTER

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	E C 4 Y 7 D N
Country	

**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 X  X
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**⑥ Signature**

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

IN01

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>		
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5		<p><b>① Appointments</b> 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.</p> <p><b>② Former name(s)</b> 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.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p><b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
Title*	MR		
Full forename(s)	JONATHAN SAMUEL		
Surname	DOLNAY		
Former name(s) ②			
Country/State of residence ③	GREAT BRITAIN		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>9</div> </div>		
Business occupation (if any) ④	BARRISTER		
<b>D2</b>	<b>Director's service address ⑤</b>		
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
Building name/number	5		
Street	KING'S BENCH WALK TEMPLE		
Post town			
County/Region	LONDON		
Postcode	E C 4 Y 7 D N		
Country			
<b>D3</b>	<b>Signature ⑥</b>		
I consent to act as director of the proposed company named in Section A1		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>	
Signature	<div>Signature</div> <div>X Jonathan Dolnay X</div>		

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	JEFFREY ANTHONY
Surname	ISRAEL
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	03 06 1976
Business occupation (if any) ④	BARRISTER

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	EC4Y 7DN
Country	

**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 X J A C W X
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**⑥ Signature**

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	BENJAMIN RICHARD
Surname	HOLT
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	2 8 0 3 1 9 8 2
Business occupation (if any) ④	BARRISTER

**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 Section D4.

Building name/number	5
Street	KING'S BENCH WALK TEMPLE
Post town	
County/Region	LONDON
Postcode	E C 4 Y 7 D N
Country	

**⑤ Service address**

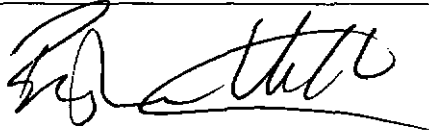
This is the address that will appear on the public record. This does not have to be your usual residential address.

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 X  X
-----------	--

**⑥ Signature**

The person named above consents to act as 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).

**NO**  
**(PLEASE SEE PART 4)****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
				£
				£
				£
				£
<b>Totals</b>				£

**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
<b>Totals</b>				

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
<b>Totals</b>				

**F3****Totals**

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

Total number of shares

Total aggregate  
nominal value ③③ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example £100 + €100 + \$10 etc① 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

IN01

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 SARAH ANNE  
 Surname ① FORSHAW QC  
 Address ② 5, KINGS BENCH WALK, TEMPLE, LONDON  
 Postcode EC4Y 7DN  
 Amount guaranteed ③ £1:00 (ONE POUND ONLY)

**Subscriber's details**

Forename(s) ① MARK ADRIAN  
 Surname ① HEYWOOD QC  
 Address ② 5, KINGS BENCH WALK, TEMPLE, LONDON  
 Postcode EC4Y 7DN  
 Amount guaranteed ③ £1:00 (ONE POUND ONLY)

**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	
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	

### 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	

#### 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

IN01

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

Sunderland

X

Subscriber's signature

Signature

X

M. J. Heywood

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

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	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b> Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div>	
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 **SIMON CLEVELAND M.B.E.**

Company name **SKBW PROURECO LIMITED**

Address **5 KING'S BENCH WALK,  
TEMPLE**

Post town **LONDON**

County/Region

Postcode **E C 4 Y 7 D N**

Country **UNITED KINGDOM**

DX **LDE 367 CHANCERY LANE**

Telephone **020 7353 5638**



## 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 Memorandum of Association
- ☒ 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 is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



## 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
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)

**SCHEDULE 2**

**COMPANY NOT HAVING A SHARE CAPITAL**

---

**Memorandum of Association of 5 KBW ProcureCo Limited**

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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

---

*Name of each subscriber*

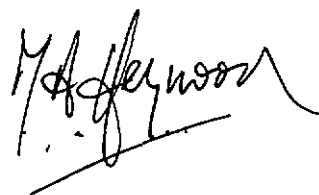
*Authentication by each subscriber*

---

**Sarah Forshaw Q C**



**Mark Heywood Q.C.**



# Articles of Association of 5 King's Bench Walk ProcureCo. Limited

## A Private Company Limited by Guarantee

### 1. Interpretation

#### 1.1 Definitions

1.1.1 In these Articles the following expressions have the following meanings unless the context otherwise requires

**"Act"** means the Companies Act 2006, as may be amended, extended, consolidated or re-enacted by or under any other enactment from time to time;

**"Board"** means the board of directors of the Company for the time being (and references to decisions of, or approvals by, the Board shall be to a decision of the directors made in accordance with Model Articles 7 and 8 (as varied or supplemented by these Articles), and references in the Model Articles to "the directors" shall be deemed to be references to the Board),

**"Board Meeting"** means a duly convened meeting of the Board;

**"Model Articles"** means the model articles for private companies limited by guarantee as set out at Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229), and reference to a numbered Model Article shall be to the relevant article of the Model Articles,

**"these Articles"** means the articles of association of the Company for the time being in force

1.1.2 In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include the other genders and words importing persons include corporations.

## **1.2 Application of Model Articles**

- 1 2 1 The Model Articles shall apply to the Company subject to the modifications and additions made by these Articles.
- 1.2.2 Model Articles 9(4), 10, 13, 14(1), (2), (3) and (4), shall not apply to the Company.
- 1 2.3 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles

## **2. Company's Objects**

The Company's objects shall be unrestricted.

## **3. Decision-making by Directors**

### **3.1 Calling a Board Meeting**

- 3 1 1 Entitlement to notice of a Board Meeting may be waived by a director at any time, whether before or after the meeting, and Model Article 9(4) shall not apply
- 3.1 2 For the purposes of Model Article 34(3), notice of a Board Meeting (or any adjournment thereof) given to a director by electronic means shall, if properly addressed, be deemed to have been received by the recipient one hour after it was sent.

### **3.2 Quorum for Board Meetings**

- 3.2.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 3.2 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

3.2.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (i) to appoint further directors, or
- (ii) to call a general meeting so as to enable the members to appoint further directors.

### **3.3 Voting at Board Meetings**

3.3.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Model Article 8.

3.3.2 If—

- (i) the company only has one director, and
- (ii) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

### **3.4 Casting vote**

3.4.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

3.4.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

### **3.5 Unanimous decisions**

3.5.1 For a unanimous decision of the directors to be taken in accordance with Model Article 8, the eligible directors must indicate to the others that they share a common view by means whereby each such



indication is capable of being readily reproduced in hard copy form Model Article 8 shall be varied accordingly.

- 3.5.2 For the purposes of Model Article 8(3), a director whose vote on a resolution is not to be counted in respect of the relevant matter shall not constitute an eligible director.

### **3.6 Participation in Board Meetings**

Any director who is not able to be present in person may participate in a Board Meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such a Board Meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the Board Meeting is located. Model Article 10 shall not apply.

### **3.7 Records of decisions to be kept**

- 3.7.1 The directors shall ensure that a written record of each decision of the Board is kept in a permanent form (such that it may be read with the naked eye).
- 3.7.2 For such time as there is a sole director, references to "the directors" in Model Article 15 shall include that sole director.

## **4. Appointment and Removal of Directors**

### **4.1 Methods of appointing directors**

- 4.1.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director —
- (1) by ordinary resolution, or

- (ii) by a decision of the directors

4.1.2 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

4.1.3 For the purposes of paragraph 4.1.2, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

## **4.2 Termination of director's appointment**

4.2.1 A person ceases to be a director as soon as —

- (i) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (ii) a bankruptcy order is made against that person,
- (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (iv) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (v) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (vi) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

## **5. Directors' interests**

5.1.1 Subject to the provisions of the Act, and provided that he has disclosed (by notice in writing to the Company or at a Board Meeting) the nature

and extent of any material interest of his, a director notwithstanding his office.

- (i) may act by himself or his firm in a professional capacity for the Company (except that of auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (ii) he may contract with the Company as a member of a panel comprising barristers or barristers and others including for the Company to act on behalf of and alongside such panel to contract with others, and offer to contract with others to provide services,
- (iii) may be a director or other officer of, or be employed by or a member of, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested

5.1.2 If a proposed decision of the Board is concerned with a matter in respect of which a director has a conflict of interest, that director shall (provided that such conflict of interest has been declared and authorised in accordance with these Articles and the Act) be entitled notwithstanding such interest to participate fully in the decision-making process for quorum and voting purposes. Model Article 14 shall be varied accordingly

5.1.3 A director shall not be liable to account to the Company for any remuneration, profit or other benefit resulting from any conflict of interest which is permitted under this Article 5, and no contract shall be liable to be avoided on the grounds of any such profit or benefit, nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of Section 176 of the Act

## **6. Indemnity and Insurance**

6.1 In Model Article 38(1) the word "may" in the second line shall be replaced by "shall".

6.2 For the purposes of Model Articles 38 and 39, references to a relevant director shall also include a secretary or former secretary of the Company or an associated company.

## **7. General Meetings**

### **7.1 Annual General Meeting**

7.1.1 The Company shall hold in each calendar year a general meeting as its annual general meeting in addition to any other general meetings in that year, and shall specify the meeting as such in any notices calling it. An annual general meeting must be called by at least 21 clear days' notice, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next

### **7.2 Short Notice**

7.2.1 For the purposes of Section 307(6)(a) of the Act the "requisite percentage" in respect of general meetings of the Company shall be 95% (save for annual general meetings in respect of which the provisions of Article 8.1 shall apply)

### **7.3 Postponement of General Meetings**

7.3.1 If the Board in its absolute discretion considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the meeting, it may change the place of or postpone the general meeting or do both of these things by giving notice of such postponement not less than three clear days before the date previously specified for that meeting. The provisions of this Article shall also apply in respect of any re-arranged meeting.

### **7.4 Proxy voting**

7.4.1 For the purposes of Section 285(2) of the Act, references to a proxy being instructed to vote either for or against a resolution by one or more members shall be deemed to include references to the situation where the proxy has been given discretion by one or more members as to how to vote on the resolution and elects to exercise that discretion to vote either for or against the resolution (as the case may be)

7.4.2 For the avoidance of doubt, the Company shall be under no obligation on any resolution to ensure that a proxy or a corporate representative votes in accordance with any instructions given by his appointing

member, and the validity of any resolution passed shall not be affected in any way by any failure to comply with any such instructions.

## **8. Change of Company Name**

- 8.1 For the purposes of Section 79 of the Act, the name of the Company may be changed by a decision of the Board or by an ordinary resolution of the members (but without prejudice to the right of the members to change the name of the Company by special resolution).

## **9. Notices**

- 9 1 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

- (i) 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 (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- (ii) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (iii) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (iv) 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.

- 9 1 2 For the purposes of this Article, no account shall be taken of any part of a day that is not a working day

- 913 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.

**10. Secretary**

- 10.1 The Board may from time to time appoint as secretary (including as an assistant or joint secretary) any person who is willing to act, and shall be entitled to determine the term of such appointment, the remuneration (if any) to be paid and any other conditions as the Board may think fit, and may from time to time remove any such person.

**11. Written Resolutions**

- 11.1 For the purposes of Section 297(1)(a) of the Act, a proposed written resolution of the Company's members shall lapse if it is not passed before the end of the period of twenty-eight days beginning with the circulation date