

OS IN01

Registration of an overseas company opening a UK establishment

FC32809

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

☒ **What this form is for**
You may use this form to register a
UK establishment.

☒ **What this form is NOT for**
You cannot use this form to
the details of an existing
officer or establishment.

TUESDAY
WEDNESDAY
THURSDAY
FRIDAY
SATURDAY
SUNDAY



A4HG95DL
A12 06/10/2015 #288
COMPANIES HOUSE
A4GKX202
A31 23/09/2015 #5
COMPANIES HOUSE
L4EQHNVN
LD7 28/08/2015 #181
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

ANDERSETT INVESTMENTS LIMITED

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK.

Alternative name
(if applicable) ②

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions ③

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

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

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Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment.❶ → No Go to Section B2. → Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date. UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.
B2	Credit or financial institution Is the company a credit or financial institution?❷ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	❷ Please tick one box.
B3	Company details If the company is registered in its country of incorporation, please enter the details below. Legal form ❸ LIMITED COMPANY Country of incorporation * ISLE OF MAN Identity of register in which it is registered ❹ THE ISLE OF MAN COMPANIES REGISTRY Registration number in that register 0 2 4 5 8 7 C <input type="text"/> <input type="text"/>	❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable. ❹ This will be the registry where the company is registered in its parent country.
B4	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Complete Sections B5 and B6. → No Go to Section B6.	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated. Governing law ❺ THE COMPANIES ACT 2006 Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below. → No Go to Part 3.	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

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

From	d	d	m	m
To	d	d	m	m

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

Months		
--------	--	--

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.①

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

① Please tick the appropriate box(es).

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Part 3 Constitution**C1****Constitution of company**

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ❶
- ☐ I enclose a certified translation, if applicable. ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2**EEA or non-EEA member state**

Was the company formed outside the EEA?

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

C3**Constitutional documents**

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
 - Objects of the Company
 - Amount of issued share capital
- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

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

C4**Information not included in the constitutional documents**

Please give the address of principal place of business or registered office in the country of incorporation. ❶

Building name/number

44

Street

SUMMERHILL ROAD

Post town

ONCHAN

County/Region

ISLE OF MAN

Postcode

IM3 1ND

Country

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

Objects of the company ❷

TO ACQUIRE AND HOLD LAND AND PROPERTY

Amount of issued share capital ❸

2,000 £1 ORDINARY SHARES

❶ This address will appear on the public record.

❷ Please give a brief description of the company's business.

❸ Please specify the amount of shares issued and the value.

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Part 4**Officers of the company**

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in Section B1 and then go to Part 5 of this form.
→ No Complete the officer details.

For a secretary who is an individual, go to Section D1; for a corporate secretary, go to Section E1; for a director who is an individual, go to Section F1; or for a corporate director, go to Section G1.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**D1****Secretary details***

Use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5. Please use a continuation page if necessary.

Full forename(s)

WENDY - JAYNE

Surname

BRIDGER

Former name(s)*

SPEAR

Corporate details

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

Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2**Secretary's service address***

Building name/number

89

Street

LENNARD ROAD

Post town

LONDON

County/Region

Postcode

SE20 7LY

Country

Service address

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

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

D3**Secretary's authority**

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited *
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
☒ Jointly *

If applicable, name(s) of person(s) with whom you are acting jointly

FRANCES PLOMER-ROBERTS

* If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

* If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate secretary

E1	Corporate secretary details^①	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		① 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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary 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		② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
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		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
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Corporate secretary's authority

	<p>Please enter the extent of your authority as corporate secretary. Please tick one box.</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Director

F1	Director details ^①																	
	Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.																	
Full forename(s)	FRANCES	① Corporate details Please use Sections G1-G5 to enter corporate director details.																
Surname	PLOMER-ROBERTS																	
Former name(s) ^②																		
Country/State of residence ^③	UNITED KINGDOM	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.																
Nationality	BRITISH																	
Date of birth	<table border="1"><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>4</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>0</td></tr></table>	d	1	d	4	m	0	m	4	y	1	y	9	y	4	y	0	③ Country/State of residence This is in respect of your usual residential address as stated in Section F3.
d	1	d	4	m	0	m	4	y	1	y	9	y	4	y	0			
Business occupation (if any) ^④	GUEST HOUSE MANAGER																	
		④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.																

F2	Director's service address ^⑤									
Building name/number	89	⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.								
Street	LENNARD ROAD									
Post town	LONDON									
County/Region										
Postcode	<table border="1"><tr><td>S</td><td>E</td><td>2</td><td>0</td><td></td><td>7</td><td>L</td><td>Y</td></tr></table>		S	E	2	0		7	L	Y
S	E		2	0		7	L	Y		
Country										

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Director's authority

	Please enter the extent of your authority as director. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Corporate director

G1	Corporate director details^①	
	Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	
Name of corporate body or firm		① 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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or <input type="checkbox"/> firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	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		② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
G4	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		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
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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G5	Corporate director's authority	
	Please enter the extent of your authority as corporate director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box.</div> <div><input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷</div>	<div>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</div> <div>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</div>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div>	

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Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H2 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 . → Yes Please enter the UK establishment number below and then go to Section H3 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases.		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ① <input checked="" type="checkbox"/> In respect of this establishment. Please go to Section H4 . <input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4 .	① Please tick the appropriate box.
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

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H4		Particulars of UK establishment ①	
		Please enter the name and address of the UK establishment.	
Name of establishment	ANDERSETT INVESTMENTS LIMITED		
Building name/number	89		
Street	LENNARD ROAD		
Post town	LONDON		
County/Region			
Postcode	SE20 7LY		
Country			
		Please give the date the establishment was opened and the business of the establishment.	
Date establishment opened	23 02 2015		
Business carried on at the UK establishment	GUEST HOUSE		

① Address
This is the address that will appear on the public record.

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Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

FRANCES

Surname

PLOMER-ROBERTS

J2**Permanent representative's service address¹**

Building name/number

89

Street

LENNARD ROAD

Post town

LONDON

County/Region

Postcode

SE20 7LY

Country

¹ Service address

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

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

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☐ Limited ●☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone☐ Jointly ●

If applicable, name(s) of person(s) with whom you are acting jointly

● If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

● If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Part 7**Person authorised to accept service**

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below.

→ No Tick the box below then go to Part 8 'Signature'.

☒ If there is no such person, please tick this box.

K1**Details of person authorised to accept service of documents in the UK**

Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2**Service address of person authorised to accept service ^①**

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

F. Plomer - Roberts

X

This form may be signed by:
Director, Secretary, Permanent representative.

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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	CHARLS JORDAN
Company name	JORDAN LUDLOW & ASSOCIATES
	LIMITED
Address	9 LINES ROAD
Post town	BECKENHAM
County/Region	KENT
Postcode	B R 3 6 N S
Country	UK
DX	
Telephone	0208 663 0151

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The overseas corporate name on the form matches the constitutional documents exactly.
- ☒ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☒ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☒ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☒ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☒ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☒ You have signed the form.
- ☒ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

No: 24587

THE COMPANIES ACTS, 1931-1982

ISLE OF MAN

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ANDERSETT INVESTMENTS LIMITED

(A Private Company adopting Table A with modifications)

Presented by:

Comprehensive Company Management Ltd

5 Upper Church Street, Douglas, Isle of Man

I certify that this is a true and up to date copy:

Signed *F. Plomer-Roberts*

Name *F. Plomer-Roberts*

Capacity: *Director*

Date: *5th October 2015*

Incorporated: this 31st day of July, 1984

T H E C O M P A N I E S A C T S 1931 - 1982

ISLE OF MAN

PRIVATE COMPANY LIMITED BY SHARES

M E M O R A N D U M O F A S S O C I A T I O N

O F

ANDERSETT INVESTMENTS LIMITED

1. The name of the Company is ANDERSETT INVESTMENTS LIMITED.
2. The Registered Office of the Company will be situate in the Isle of Man.
3. The objects for which the Company is established are:
 - (1) To develop and turn to account any land, buildings and property acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and constructions of every description, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into arrangements of all kinds with builders, tenants and others, and to advance money upon the security of land, buildings and other property and any interest therein, and to lease, exchange, and otherwise deal with as the Company may determine any such land, buildings and property.
 - (2) To purchase or otherwise acquire and hold, either in its own name or in the name or names of its nominees, real and personal property and any interest therein and rights of all kinds, business concerns and undertakings, mortgages, charges, annuities, policies, book debts, produce concessions, options, contracts and any claims against such property or against any person or company, privileges and choses in action of all kinds, and to carry on any business concern or undertaking so acquired.

- (3) To carry on the business of financial, management and business advisers, business financiers, business efficiency and method consultants and advisers, and to provide accounting, secretarial, management, consultancy and advisory services of all kinds and in particular in relation to finance, financial arrangements, investments, tax, organisation and method marketing, sales promotion and business efficiency in trades, industries and businesses of all kinds and to charge and receive fees, commissions and payments therefor.
- (4) To acquire by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for either conditionally or otherwise, and to guarantee the subscription of, and generally to invest money in, shares, stock, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, corporation or undertaking wheresoever constituted or carrying on business or by any government, sovereign ruler, commissioners, public body, or supreme, municipal, local or other authority wheresoever, and to sell or otherwise dispose of any other property, investments or rights of the Company.
- (5) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stock and securities, and to constitute any trusts with a view to the issue of preferred and deferred or any other special shares, stock or securities based on or representing any shares, stock or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and, if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special shares, stock or securities.
- (6) To acquire by purchase or otherwise and in any part of the world commercial and other agencies and to act as agents for manufacturing, trading, investment, finance and commercial companies, firms, undertakings and concerns of every description in the purchase, sale and distribution of raw materials, products, commodities, goods, property and rights of all kinds and the collection, receipt and investment of money, and generally to transact and carry on all kinds of trust and agency business.
- (7) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above-mentioned businesses or objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to establish agencies or branches for the purposes of the Company and to regulate or discontinue them.

- (8) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to facilitate or take part in the conversion of business concerns and undertakings into companies.
- (9) To apply for, purchase or otherwise acquire any copyrights, patents, trademarks, secret processes, brevets d'invention, licences, concessions and the like for or in anywise relating to all or any of the objects of the Company, or which may seem to the Company capable of being profitably dealt with, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so purchased or acquired.
- (10) To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (11) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (12) To enter into arrangements with any Governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (13) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (14) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (15) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, equipment and stock-in-trade.
- (16) To construct, maintain, enlarge, pull down and alter any building or works necessary or convenient for the purpose of the Company.
- (17) To construct, maintain, improve, develop, work, manage, carry out or control any roads, ways, bridges, reservoirs, water-courses, manufactories, warehouses, shops, stores, workrooms, showrooms, electric power, heat and light supply works, oil storage and supply works and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (18) To invest and deal with monies of the Company not immediately required in such manner as may from time to time be determined.
- (19) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (20) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (21) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (22) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (23) To sell or otherwise dispose of the undertakings of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

- (24) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (25) To procure the Company to be registered or recognised in the British Commonwealth or United Kingdom or in any Foreign Country.
- (26) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (27) To distribute any of the property of the Company in specie among the members.
- (28) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (29) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or the Isle of Man or elsewhere, and the intention is that the objects specified in each paragraph of this Clause shall, except, where otherwise expressed in such paragraph, be independent main objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The capital is £2,000 divided into 2,000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

No.	Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
1.	PATRICK BERNARD ANTHONY DIAMOND 5 UPPER CHURCH STREET DOUGLAS ISLE OF MAN CORPORATE CONSULTANT	ONE
2.	MARGARET MARY DIAMOND 5 UPPER CHURCH STREET DOUGLAS ISLE OF MAN CORPORATE CONSULTANT	ONE

Dated this 27th day of July, 1984

Witness to the above signatures:

ANITA GILLIAN COSTAIN

GLENDALE GLEN ROAD

COLBY ISLE OF MAN

OFFICE MANAGER

T H E C O M P A N I E S A C T S 1931 - 1982

I S L E O F M A N

P R I V A T E C O M P A N Y L I M I T E D B Y S H A R E S

A R T I C L E S O F A S S O C I A T I O N

O F

A N D E R S E T T I N V E S T M E N T S L I M I T E D

P R E L I M I N A R Y

1. Subject as hereinafter provided, the regulations contained in Table A in the first Schedule to the Companies Act, 1931 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 35, 45, 47, 48, 50, 64, 65, 66, 69, 72, 73, 74, 75, 76, 81, 82 and 101 of Table A shall not apply to the Company, but the clauses hereinafter contained and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

P R I V A T E C O M P A N Y

3. The Company is a "Private Company" within the meaning of the Companies Act, 1931 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

S H A R E S

4. In Clause 2 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution".

5. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided no shares shall be issued at a discount except as provided by the Companies Act, 1931, Section 47.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act, 1931 to be filed shall duly be filed, and Section 42 of the said Act shall, where necessary, be duly complied with and the amount of any such commission shall be stated in the annual returns and balance sheets of the Company as required by Sections 44 and 107 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety hereof in the registered holder.

TRANSFER OF SHARES

8. No transfer of any share in the capital of the Company to any person not already a member shall be made or registered without the previous sanction of the Directors who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer, the registration of which would involve the contravention of Clause 3 hereof. But this clause shall not apply to a transfer made pursuant to Clause 9.

9. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member, and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of his Will and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any charge of trustees to the trustees for the time being of such Will, and the restrictions in Clause 8 hereof shall not apply to any transfer authorised by this Clause.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. Two members present in person or by proxy shall form a quorum.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or, if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. A resolution in writing signed by every shareholder of the Company shall have the same effect and validity as a unanimous resolution of shareholders at a meeting of the Company duly convened and constituted.

DIRECTORS

14. (a) Unless and until otherwise determined by the Company in General Meeting the number of Directors of the Company shall not be less than two nor more than seven.

The following persons shall be the first Directors of the Company, that is to say:

ANITA GILLIAN COSTAIN and PATRICK BERNARD ANTHONY DIAMOND

(b) The control and management of the business of the Company shall be in and from the Isle of Man.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively, in or about the performance of their duties as Directors.

16. (a) The share qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no such qualification shall be required.

(b) Subject as provided by this Article, each Director shall have the power to nominate any person (including another Director) approved for that purpose by a majority of the other Directors of the Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director and, upon appointment being made, the alternate Director shall (except as regards share qualification) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration and shall not be entitled to claim any remuneration from the Company, provided that such person appointed as an alternate Director shall vacate his office as an alternate Director if and when such Director by whom he has been appointed vacates office as a Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director or each of the Directors so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company. An instrument appointing any alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following:

"I,
"a Director of LIMITED in
"pursuance of the power in that behalf contained in
"the Articles of Association of the Company, do
"hereby nominate and appoint "
"
"of "
"to act as alternate Director in my place at any
"meeting of the Directors which I am unable to
" attend, and to exercise and discharge all my
"duties as a Director of the Company.

"As witness my hand this day of , 19 "

17. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.

POWERS AND DUTIES OF DIRECTORS

18. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a director".

19. If and whenever the number of the Directors shall be reduced below the minimum number prescribed in pursuance of Article 14 it shall be the duty of the remaining Director or Directors to appoint one or more Directors as may be necessary to comply with the said Article, and pending such appointment any other powers vested in the Directors by Statute or otherwise shall be suspended.

20. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad and may appoint any persons to be members of such Local Boards or as Attorneys or Agents and may remove any persons so appointed and appoint others in their place and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 104 of the Companies Act, 1931, and those powers shall accordingly be exercisable by the Directors.

21. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

22. The Directors may from time to time at their discretion raise or borrow any sum or sums of money without the consent of the members in General Meeting for the purposes of the Company, and may raise or secure the repayment of such money in such manner, and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

DISQUALIFICATION OF DIRECTORS

23. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of the Companies Act, 1931, Section 140.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1931, Section 208 or Section 259.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If the Company in General Meeting resolves that his tenure of office be determined.

24. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

25. No Director shall be disqualified by his office from contracting with the Company, either as a vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or the fiduciary relation thereby established, nor shall any such Director be precluded from voting in respect of any such contract or arrangement.

PROCEEDINGS OF DIRECTORS

26. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and in fixing such quorum the Directors may prescribe that certain named Directors shall form part of such quorum.

27. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit provided that such meetings shall not be held outside the Isle of Man. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors.

28. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

WINDING-UP

29. In a winding-up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed and confirmed pursuant to Section 222 of the Companies Act, 1931.

INDEMNITY

30. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 151 of the Companies Act, 1931.

The Directors may execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such debentures or mortgages of the Company's property (present and future) as they think fit, and such mortgages may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

DISTRIBUTION

31. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of the Company or paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways.

Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for dividend be capitalised and distributed among the share-holders in accordance with their rights, on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied on behalf of the shareholders in paying up in full unissued shares of the Company and that such unissued shares so fully paid be distributed accordingly amongst the shareholders in the proportion in which they are entitled to receive dividends, and shall be accepted by them in full satisfaction of their interest in the said capitalised sum.

For the purpose of giving effect to any resolution under this Article the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and, in particular, may issue fractional certificates and may fix the value for the distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed, or that fractions of less value than £1 may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be filed in accordance with Section 42 of the Companies Act, 1931, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

32. Clauses 103, 104, 106 and 107 of Table A shall be modified by inserting the words "or the Republic of Ireland" after the words "United Kingdom" wherever these words appear.

Names, Addresses and Descriptions of Subscribers

PATRICK BERNARD ANTHONY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT

MARGARET MARY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT

Dated this 27th day of July, 1984

Witness to the above signatures:

ANITA GILLIAN COSTAIN

GLENDALE GLEN ROAD

COLBY ISLE OF MAN

OFFICE MANAGER



FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC032809

UK Establishment No. BR017890

The Registrar of Companies hereby certifies that

ANDERSETT INVESTMENTS LIMITED

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **7th October 2015**.



Companies House



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

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment



Companies House

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

☒ **What this form is for**

You may use this form to register a
UK establishment.

☒ **What this form is NOT for**

You cannot use this form to
the details of an existing co-
officer or establishment.

SATURDAY

A10

*A65E1B37

29/04/2017

#141

COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

ANDERSETT INVESTMENTS LIMITED

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to **Section A3**.

→ To register using an alternative name, go to **Section A2**.

→ **Filling in this form**

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK.

Alternative name
(if applicable) ²

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions³

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

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

³ **Overseas company name
restrictions**

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to Section B2.

→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸

LIMITED COMPANY

Country of
incorporation *

ISLE OF MAN

Identity of register
in which it is
registered ❹

ISLE OF MAN COMPANIES REGISTRY

Registration number in
that register

0 2 4 5 8 7 C

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6.

→ No Go to Section B6.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

COMPANIES ACT 1931

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to Part 3.

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

OS IN01

Registration of an overseas company opening a UK establishment

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

From	d	d	m	m
To	d	d	m	m

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

Months		
--------	--	--

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation. ^①

☐ Yes.

Please indicate what documents have been disclosed.

- ☐ Please tick this box if you have enclosed a copy of the accounts.
- ☐ Please tick this box if you have enclosed a certified translation of the accounts.
- ☐ Please tick this box if no accounts have been disclosed.

^① Please tick the appropriate box(es).

OS IN01

Registration of an overseas company opening a UK establishment

Part 3 Constitution

C1	Constitution of company <p>The following documents must be delivered with this application.</p> <ul style="list-style-type: none">- Certified copy of the company's constitution and, if applicable, a certified translation. <p>Please tick the appropriate box(es) below.</p> <p><input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution. ^①</p> <p><input type="checkbox"/> I enclose a certified translation, if applicable. ^②</p>	<p>^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.</p> <p>^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.</p>																
C2	EEA or non-EEA member state <p>Was the company formed outside the EEA?</p> <p>→ Yes Go to Section C3.</p> <p>→ No Go to Part 4 'Officers of the company'.</p>																	
C3	Constitutional documents <p>Are all of the following details in the copy of the constitutional documents of the company?</p> <ul style="list-style-type: none">- Address of principal place of business or registered office in home country of incorporation- Objects of the Company- Amount of issued share capital <p>→ Yes Go to Part 4 'Officers of the company'</p> <p>→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4.</p> <p>The information is not required if it is contained within the constitutional documents accompanying this registration.</p>																	
C4	Information not included in the constitutional documents <p>Please give the address of principal place of business or registered office in the country of incorporation. ^①</p> <table border="1"><tr><td>Building name/number</td><td>18</td></tr><tr><td>Street</td><td>ATHOL STREET</td></tr><tr><td>Post town</td><td>DOUGLAS</td></tr><tr><td>County/Region</td><td>ISLE OF MAN</td></tr><tr><td>Postcode</td><td>I M 1 1 J A</td></tr><tr><td>Country</td><td>ISLE OF MAN</td></tr><tr><td>Objects of the company ^②</td><td>TO ACQUIRE AND HOLD LAND AND PROPERTY TO ACQUIRE AND HOLD AND CARRY ON A BUSINESS</td></tr><tr><td>Amount of issued share capital ^③</td><td>TWO ORDINARY SHARES OF £1.00 EACH</td></tr></table>	Building name/number	18	Street	ATHOL STREET	Post town	DOUGLAS	County/Region	ISLE OF MAN	Postcode	I M 1 1 J A	Country	ISLE OF MAN	Objects of the company ^②	TO ACQUIRE AND HOLD LAND AND PROPERTY TO ACQUIRE AND HOLD AND CARRY ON A BUSINESS	Amount of issued share capital ^③	TWO ORDINARY SHARES OF £1.00 EACH	<p>^① This address will appear on the public record.</p> <p>^② Please give a brief description of the company's business.</p> <p>^③ Please specify the amount of shares issued and the value.</p>
Building name/number	18																	
Street	ATHOL STREET																	
Post town	DOUGLAS																	
County/Region	ISLE OF MAN																	
Postcode	I M 1 1 J A																	
Country	ISLE OF MAN																	
Objects of the company ^②	TO ACQUIRE AND HOLD LAND AND PROPERTY TO ACQUIRE AND HOLD AND CARRY ON A BUSINESS																	
Amount of issued share capital ^③	TWO ORDINARY SHARES OF £1.00 EACH																	

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
 → **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**D1 Secretary details^①**

Use this section to list all the secretaries of the company. Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	FRANCES ELSIE
Surname	PLOMER-ROBERTS
Former name(s) ^②	

① Corporate details

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address^③

Building name/number	89
Street	LENNARD ROAD
Post town	LONDON
County/Region	
Postcode	S E 2 0 7 L Y
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.

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

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority	<input type="checkbox"/> Limited ^④ <input checked="" type="checkbox"/> Unlimited
---------------------	--

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤
--

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^①	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		① 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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary 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.	② EEA A full list of countries of the EEA can be found in our guidance. www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ^③		
Registration number		
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.	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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	FRANCES ELSIE	
Surname	PLOMER-ROBERTS	
Former name(s) ^②		
Country/State of residence ^③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ^④	<div><div></div><div></div><div>m0</div><div>m4</div><div>y1</div><div>y9</div><div>y4</div><div>y0</div></div>	
Business occupation (if any) ^⑤	GUESTHOUSE MANAGER	

① Corporate details
Please use Sections G1-G5 to enter corporate director details.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^⑥	
Building name/number	89	
Street	LENNARD ROAD	
Post town	LONDON	
County/Region		
Postcode	S E 2 0 7 L Y	
Country	ENGLAND	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ¹	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	WENDY JAYNE	
Surname	BRIDGER	
Former name(s) ²		
Country/State of residence ³	ENGLAND	
Nationality	BRITISH	
Month/year of birth ⁴	<div><div></div><div></div><div>m0</div><div>m1</div><div>y1</div><div>y9</div><div>y8</div><div>y5</div></div>	
Business occupation (if any) ⁵	OFFICE ADMINISTRATOR	

1 Corporate details
Please use Sections G1-G5 to enter corporate director details.

2 Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

4 Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

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

F2	Director's service address ⁶	
Building name/number	89	
Street	LENNARD ROAD	
Post town	LONDON	
County/Region		
Postcode	S E 2 0 7 L Y	
Country	ENGLAND	

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

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

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸	
If applicable, name(s) of person(s) with whom you are acting jointly		

7 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

8 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ^① Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	① 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.
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	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.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ^③		
Registration number		
G4	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.	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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H2.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H3.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

☒ In respect of this establishment. Please go to Section H4.

☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4.

^① Please tick the appropriate box.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment.

Name of establishment

ANDERSETT INVESTMENTS LIMITED

Building name/number

89

Street

LENNARD ROAD

Post town

LONDON

County/Region

Postcode

S E 2 0 [] [] 7 L Y

Country

ENGLAND

Date establishment
opened

^d0 ^d1 ^m1 ^m0 ^y2 ^y0 ^y1 ^y5

Business carried on at
the UK establishment

GUESTHOUSE

^① Address

This is the address that will appear on the public record.

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s) FRANCES ELSIE
Surname PLOMER-ROBERTS

J2 Permanent representative's service address¹

Building name/number 89
Street LENNARD ROAD
Post town LONDON
County/Region
Postcode S E 2 0 7 L Y
Country ENGLAND

¹ Service address

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

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

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority
☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8 'Signature'**.

☒ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

DIRECTOR

FOR AND ON BEHALF OF GRAYSTONE SECRETARIES LTD

This form may be signed by:

Director, Secretary, Permanent representative.

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

GREYSTONE TRUST

COMPANY LIMITED

Address

18 ATHOL STREET

Post town

DOUGLAS

County/Region

ISLE OF MAN

Postcode

I M 1 1 J A

Country

ISLE OF MAN

DX

Telephone

01624 620711



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SP3 30-5-89
REGISTRY
30 MAY 1989
ISLE OF MAN

No.: 24987 25020 12

THE COMPANIES ACTS 1931 TO 1986
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

ANDERSETT INVESTMENTS LIMITED

Passed: this 5th day of May, 1989

At an EXTRAORDINARY GENERAL MEETING of the Members of
ANDERSETT INVESTMENTS LIMITED
duly convened and held at 5 Upper Church Street, Douglas,
Isle of Man on the 5th day of May, 1989
the following Special Resolution was duly passed:

RESOLVED: That Articles 14(b) and 27 of the
Articles of Association be deleted and for
Article 27 there be substituted the following
new Article:

"27" The Management and Control of the
business of the Company shall at all times
be and remain outside the Isle of Man and
any attempt to constitute the Management
and Control inside the Isle of Man shall be
ultra vires except where a Special Resolution
of the Members is passed re-constituting the
Management and Control of the business of the
Company within the Isle of Man.
Clauses 67 and 81 of table "A" shall be
modified accordingly.

All meetings of Directors or any Local Board
of Attorneys, Agents or Agencies appointed
under Article 18 hereof shall be held outside
the Isle of Man

I, GRAHAM WATSON of the Isle of Man hereby declare
that this is a true and correct copy of the original of which I have seen.

Dated 25/05/1989

Signed: [Signature]

Name: GRAHAM WATSON
Director
18 Athol Street, Douglas, Isle of Man, IM1 1JA

[Signature]
Chairman

No: 24587

MA

31-7-84

27 JUL 1984

THE COMPANIES ACTS, 1931-1982

ISLE OF MAN
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of

ANDERSETT INVESTMENTS LIMITED

(A Private Company adopting Table A with modifications)

Presented by:

Comprehensive Company Management Ltd
5 Upper Church Street, Douglas, Isle of Man

Incorporated:

THE COMPANIES ACTS 1931 - 1982

ISLE OF MAN

30 JUL 84 324 0050.00 1 LD

PRIVATE COMPANY LIMITED BY SHARES 325 0033 00 1 HF

MEMORANDUM OF ASSOCIATION

OF

ANDERSETT INVESTMENTS LIMITED

-
1. The name of the Company is ANDERSETT INVESTMENTS LIMITED.
 2. The Registered Office of the Company will be situate in the Isle of Man.
 3. The objects for which the Company is established are:
 - (1) To develop and turn to account any land, buildings and property acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and constructions of every description, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into arrangements of all kinds with builders, tenants and others, and to advance money upon the security of land, buildings and other property and any interest therein, and to lease, exchange, and otherwise deal with as the Company may determine any such land, buildings and property.
 - (2) To purchase or otherwise acquire and hold, either in its own name or in the name or names of its nominees, real and personal property and any interest therein and rights of all kinds, business concerns and undertakings, mortgages, charges, annuities, policies, book debts, produce concessions, options, contracts and any claims against such property or against any person or company, privileges and choses in action of all kinds, and to carry on any business concern or undertaking so acquired.

- (3) To carry on the business of financial, management and business advisers, business financiers, business efficiency and method consultants and advisers, and to provide accounting, secretarial, management, consultancy and advisory services of all kinds and in particular in relation to finance, financial arrangements, investments, tax, organisation and method marketing, sales promotion and business efficiency in trades, industries and businesses of all kinds and to charge and receive fees, commissions and payments therefor.
- (4) To acquire by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for either conditionally or otherwise, and to guarantee the subscription of, and generally to invest money in, shares, stock, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, corporation or undertaking wheresoever constituted or carrying on business or by any government, sovereign ruler, commissioners, public body, or supreme, municipal, local or other authority wheresoever, and to sell or otherwise dispose of any other property, investments or rights of the Company.
- (5) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stock and securities, and to constitute any trusts with a view to the issue of preferred and deferred or any other special shares, stock or securities based on or representing any shares, stock or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and, if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special shares, stock or securities.
- (6) To acquire by purchase or otherwise and in any part of the world commercial and other agencies and to act as agents for manufacturing, trading, investment, finance and commercial companies, firms, undertakings and concerns of every description in the purchase, sale and distribution of raw materials, products, commodities, goods, property and rights of all kinds and the collection, receipt and investment of money, and generally to transact and carry on all kinds of trust and agency business.
- (7) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above-mentioned businesses or objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to establish agencies or branches for the purposes of the Company and to regulate or discontinue them.

- (8) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to facilitate or take part in the conversion of business concerns and undertakings into companies.
- (9) To apply for, purchase or otherwise acquire any copyrights, patents, trademarks, secret processes, brevets d'invention, licences, concessions and the like for or in anywise relating to all or any of the objects of the Company, or which may seem to the Company capable of being profitably dealt with, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so purchased or acquired.
- (10) To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (11) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (12) To enter into arrangements with any Governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (13) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (14) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (15) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, equipment and stock-in-trade.
- (16) To construct, maintain, enlarge, pull down and alter any building or works necessary or convenient for the purpose of the Company.
- (17) To construct, maintain, improve, develop, work, manage, carry out or control any roads, ways, bridges, reservoirs, water-courses, manufactories, warehouses, shops, stores, workrooms, showrooms, electric power, heat and light supply works, oil storage and supply works and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (18) To invest and deal with monies of the Company not immediately required in such manner as may from time to time be determined.
- (19) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (20) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (21) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (22) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (23) To sell or otherwise dispose of the undertakings of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

- (24) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (25) To procure the Company to be registered or recognised in the British Commonwealth or United Kingdom or in any Foreign Country.
- (26) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (27) To distribute any of the property of the Company in specie among the members.
- (28) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (29) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or the Isle of Man or elsewhere, and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The capital is £2,000 divided into 2,000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

No.	Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
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1.

Patrick Bernard Anthony Diamond
PATRICK BERNARD ANTHONY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT

ONE

2.

Margaret Mary Diamond
MARGARET MARY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT

ONE

Dated this 27th July 1989

Witness to the above signatures:

Anita Gillian Costain
ANITA GILLIAN COSTAIN

GLENDALE GLEN ROAD

COLBY ISLE OF MAN

OFFICE MANAGER

GENERAL REGISTRY, ISLE OF MAN

Registered in the Registry
for Joint Stock Companies

this 31 day of July 1984

at 3

No. 20296

[Signature]
Assistant Chief Registrar

AA 31-7-84

THE COMPANIES ACTS 1931 - 1982

ISLE OF MAN

30 JUL 84 323 0004.001 GF

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ANDERSETT INVESTMENTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the first Schedule to the Companies Act, 1931 (hereinafter referred to as "Table A") shall apply to the Company.
2. Clauses 19, 35, 45, 47, 48, 50, 64, 65, 66, 69, 72, 73, 74, 75, 76, 81, 82 and 101 of Table A shall not apply to the Company, but the clauses hereinafter contained and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of the Companies Act, 1931 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES

4. In Clause 2 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution".

5. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided no shares shall be issued at a discount except as provided by the Companies Act, 1931, Section 47.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act, 1931 to be filed shall duly be filed, and Section 42 of the said Act shall, where necessary, be duly complied with and the amount of any such commission shall be stated in the annual returns and balance sheets of the Company as required by Sections 44 and 107 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety hereof in the registered holder.

TRANSFER OF SHARES

8. No transfer of any share in the capital of the Company to any person not already a member shall be made or registered without the previous sanction of the Directors who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer, the registration of which would involve the contravention of Clause 3 hereof. But this clause shall not apply to a transfer made pursuant to Clause 9.

9. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member, and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of his Will and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any charge of trustees to the trustees for the time being of such Will, and the restrictions in Clause 8 hereof shall not apply to any transfer authorised by this Clause.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. Two members present in person or by proxy shall form a quorum.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or, if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. A resolution in writing signed by every shareholder of the Company shall have the same effect and validity as a unanimous resolution of shareholders at a meeting of the Company duly convened and constituted.

DIRECTORS

14. (a) Unless and until otherwise determined by the Company in General Meeting the number of Directors of the Company shall not be less than two nor more than seven.

The following persons shall be the first Directors of the Company, that is to say:

ANITA GILLIAN COSTAIN and PATRICK BERNARD ANTHONY DIAMOND

(b) The control and management of the business of the Company shall be in and from the Isle of Man.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively, in or about the performance of their duties as Directors.

16. (a) The share qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no such qualification shall be required.

(b) Subject as provided by this Article, each Director shall have the power to nominate any person (including another Director) approved for that purpose by a majority of the other Directors of the Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director and, upon appointment being made, the alternate Director shall (except as regards share qualification) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration and shall not be entitled to claim any remuneration from the Company, provided that such person appointed as an alternate Director shall vacate his office as an alternate Director if and when such Director by whom he has been appointed vacates office as a Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director or each of the Directors so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company. An instrument appointing any alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following:

"I,

"a Director of

LIMITED in

"pursuance of the power in that behalf contained in

"the Articles of Association of the Company, do

"hereby nominate and appoint

"

"

"

"of

"

"to act as alternate Director in my place at any

"meeting of the Directors which I am unable to

"attend, and to exercise and discharge all my

"duties as a Director of the Company.

"As witness my hand this day of , 19 "

17. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.

POWERS AND DUTIES OF DIRECTORS

18. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a director".

19. If and whenever the number of the Directors shall be reduced below the minimum number prescribed in pursuance of Article 14 it shall be the duty of the remaining Director or Directors to appoint one or more Directors as may be necessary to comply with the said Article, and pending such appointment any other powers vested in the Directors by Statute or otherwise shall be suspended.

20. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad and may appoint any persons to be members of such Local Boards or as Attorneys or Agents and may remove any persons so appointed and appoint others in their place and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 104 of the Companies Act, 1931, and those powers shall accordingly be exercisable by the Directors.

21. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

22. The Directors may from time to time at their discretion raise or borrow any sum or sums of money without the consent of the members in General Meeting for the purposes of the Company, and may raise or secure the repayment of such money in such manner, and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

DISQUALIFICATION OF DIRECTORS

23. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of the Companies Act, 1931, Section 140.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1931, Section 208 or Section 259.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If the Company in General Meeting resolves that his tenure of office be determined.

24. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

25. No Director shall be disqualified by his office from contracting with the Company, either as a vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or the fiduciary relation thereby established, nor shall any such Director be precluded from voting in respect of any such contract or arrangement.

PROCEEDINGS OF DIRECTORS

26. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and in fixing such quorum the Directors may prescribe that certain named Directors shall form part of such quorum.

27. The Directors may meet together for the despatch of *See Series 12* business, adjourn and otherwise regulate their meetings as they think fit provided that such meetings shall not be held outside the Isle of Man. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors.

28. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

WINDING-UP

29. In a winding-up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed and confirmed pursuant to Section 222 of the Companies Act, 1931.

INDEMNITY

30. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 151 of the Companies Act, 1931.

The Directors may execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such debentures or mortgages of the Company's property (present and future) as they think fit, and such mortgages may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

DISTRIBUTION

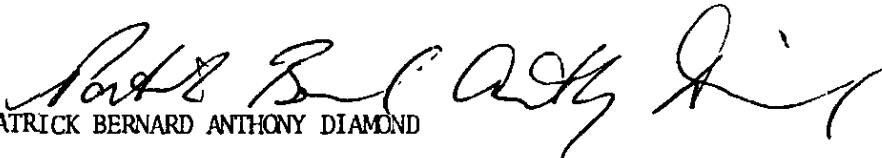
31. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of the Company or paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways.

Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for dividend be capitalised and distributed among the share-holders in accordance with their rights, on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied on behalf of the shareholders in paying up in full unissued shares of the Company and that such unissued shares so fully paid be distributed accordingly amongst the shareholders in the proportion in which they are entitled to receive dividends, and shall be accepted by them in full satisfaction of their interest in the said capitalised sum.

For the purpose of giving effect to any resolution under this Article the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and, in particular, may issue fractional certificates and may fix the value for the distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed, or that fractions of less value than £1 may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be filed in accordance with Section 42 of the Companies Act, 1931, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

32. Clauses 103, 104, 106 and 107 of Table A shall be modified by inserting the words "or the Republic of Ireland" after the words "United Kingdom" wherever these words appear.

Names, Addresses and Descriptions of Subscribers


PATRICK BERNARD ANTHONY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT


MARGARET MARY DIAMOND

5 UPPER CHURCH STREET

DOUGLAS

ISLE OF MAN

CORPORATE CONSULTANT

Dated this 27th July 1984

Witness to the above signatures:


ANITA GILLIAN COSTAIN

GLENDALE GLEN ROAD

COLBY ISLE OF MAN

OFFICE MANAGER

GENERAL REGISTRY, ISLE OF MAN

Registered in the Registry
for Joint Stock Companies

this 31 day of JULY 1984

at 3 No. 20297


Assistant Chief Registrar



Companies House

COMPANY NAME: ANDERSETT INVESTMENTS LIMITED

COMPANY NUMBER: FC032809

THE OSIN01 WAS SECOND FILED ON 18/05/2047