

# OS AP01

## Appointment of director of an overseas company



Companies House



TUESDAY

**What this form is for**  
You may use this form to appoint an individual as a director of an overseas company.

**What this form is NOT for**  
You cannot use the form to appoint a corporate director of an overseas company. To do this, please use OS AP02 'Appointment of corporate director of an overseas company'.

A20 \*A636ZW80\* #141  
28/03/2017  
COMPANIES HOUSE  
A16 \*A5G4FDXN\* #34  
23/09/2016  
COMPANIES HOUSE

### 1 Overseas company details

Company number: F C 0 2 3 7 3 2

Company name in full or alternative name as registered in the UK: Undershaft (No.2) B.V.

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

### 2 Date of director's appointment

Date of appointment: d 1 d 2 m 0 m 8 y 2 y 0 y 1 y 6

### 3 New director's details

Title\*: Mr

Full forename(s): David Rowley

Surname: Rose

Former name(s) ①:

Country/State of residence ②: United Kingdom

Nationality: British

Month/year of birth ③: X X m 0 m 3 y 1 y 9 y 5 y 0

Business occupation (if any) ④: International Tax & Legal Entity Director

① **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.  
Continue in Section 8 if required.

② **Country/State of residence**  
This is in respect of your usual residential address as stated in Section 4a.

③ **Month and year of birth**  
Please provide month and year only. Provide full date of birth in section 3a.

④ **Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

### 4 New director's service address ⑤

Please complete your service address below. You must also complete your usual residential address in Section 4a.

Building name/number: St Helen's

Street: 1 Undershaft

Post town: London

County/Region:

Postcode: E C 3 P 3 D Q

Country: United Kingdom

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.

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### 5 Director's authority

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

Extent of authority

- Limited ①  
 Unlimited

Description of limited authority, if applicable

Please see attached powers and duties in Articles of Association.

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

- Alone  
 Jointly ②

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

Rowan Hostler

① 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.

② 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.

### 6 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.

UK establishment name

Registration number

UK establishment name	Registration number

### 7 Signature

Signature

Signature

X

*R Hostler*

X

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

### 8 Additional former name(s) (continued from Section 3)

Former name(s) ③


③ Additional former names  
Use this space to enter any additional names.

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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 **Marsha Rennie**

Company name **Aviva plc**

Address **St Helen's**

**1 Undershaft**

**London**

Post town

County/Region

Postcode 

E	C	3	P		3	D	Q
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Country **United Kingdom**

DX

Telephone

### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- The company name and number as registered in the UK match the information held on the public Register.
- You have completed the date of appointment.
- You have included all former names used for business purposes over the last 20 years.
- You have completed the nationality box in Section 3.
- You have provided a correct date of birth.
- You have provided a business occupation if there is one.
- You have provided both the service address and the usual residential address.
- Addresses 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 enclosed a relevant higher protection application if applying for this at the same time as completing this form.
- You have entered the extent of the director's authority in Section 6.
- You have completed Section 6, if applicable.
- You have signed the form.

### 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.**

### Where to send

**You may return this form to any Companies House address:**

**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, BT7 8BG.  
DX 481 N.R. Belfast 1.

#### **Higher protection**

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

### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

in writing their opinion on the intended resolution and that a majority of them are in favour of the particular resolution.

7. For the application of the provisions of this Article, references to "written" and "in writing" shall mean by letter, cable, telex or facsimile.

**Article 14: Powers and Duties of the Board of Management**

1. The Board of Management shall be responsible for the management and administration of the Company. The General Meeting of Shareholders may give instructions to the Board of Management regarding the general directions of the financial, social, economic and personnel policies to be pursued. The Board of Management shall act in accordance with such instructions.
2. The Board of Management represents the Company. Any two Managing Directors acting jointly shall be authorised to represent the Company. The Board of Management may grant power of attorney to any one Managing Director individually empowering him to represent the Company within the limits set out in such power of attorney. The above shall apply equally in the event of a conflict of interest.
3. The General Meeting of Shareholders may designate certain executive decisions for which the Board of Management shall require its prior approval. The relevant executive decisions shall be described in detail in the resolution adopted by the General Meeting of Shareholders and the Board of Management shall be informed of the adoption of such resolution forthwith.
4. In the event that one or more members of the Board of Management are absent or unable to act, the General Meeting of Shareholders may appoint a substitute or substitutes for each of those absent or unable to act, and the remaining member(s) together with the substitute(s) so appointed shall be temporarily entrusted with the management of the Company. In the event that all members of the Board of Management are absent or unable to act, the management of the Company shall be temporarily entrusted to a person who shall be appointed for this purpose by the General Meeting of Shareholders.
5. Transactions between the company and the holder of all shares in the capital of the company or between the company and the spouse of such shareholder if all shares are subject to a community of property, in which the company is represented by this shareholder or one of the spouses, must be recorded in writing. For the purposes of this provision, shares held by the company in its own capital or shares held by a subsidiary of the company, are not taken into account. If the provision set out in the first sentence is not complied with, the relevant transaction is voidable in favour of the company.
6. The provision of the previous paragraph does not apply to transactions falling within the terms of the ordinary course of business of the company.