

AA06

Statement of guarantee by a parent undertaking of a subsidiary company



Companies House

☒ **What this form is for**
You may use this form as a
statement of guarantee for a
subsidiary company.

☐ **What this form is for**
You cannot use this
statement of guarantee for a
subsidiary which is a
form LLAA06.

MONDAY



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16/12/2019

#32

COMPANIES HOUSE

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1 Subsidiary company details

Please enter the registered name and number of the company delivering
this statement.

Company number 8 7 8 1 6 0

Company name in full SOURCE BIOSCIENCE (STORAGE) LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Relevant financial year

Please show the financial year end date to which the guarantee relates.

Date of financial year ending 3 1 1 2 2 0 1 8

3 Guarantee

Please show details of the guarantee.

Sherwood Holdings Limited (incorporate in England and
Wales with Registration Number 10269464) as parent
undertaking of Source BioScience (Storage) Limited (the
"subsidiary") is giving a guarantee under section 479C of
the Companies Act 2006 in respect of the exemption of
the Subsidiary from audit.

• You must include:

Details of the section of the
Companies Act 2006 under which
the guarantee is being given:

- Section 394C—exemption
from preparing accounts for a
dormant subsidiary.
- Section 448C—exemption from
filing accounts for a dormant
subsidiary.
- Section 479C—audit exemption
for a subsidiary company.

The name of the parent undertaking
and:







- if the parent was incorporated
in the UK its registered number
(if any); or
- if the parent was incorporated
and registered (in the same
country) elsewhere in the EEA,
its registration number and the
identity of the register where it
is registered.

Schedule

If necessary, please attach a
schedule to this form.

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4	Statement date											
	Please insert the date the statement was made.											
Date	<table border="1"><tr><td>d</td><td>1</td><td>2</td><td>1</td><td>2</td><td>2</td><td>0</td><td>1</td><td>9</td></tr></table>	d	1	2	1	2	2	0	1	9		
d	1	2	1	2	2	0	1	9				
5	Signature on behalf of the parent undertaking²											
	I am signing this form on behalf of the parent undertaking.											
Signature	<table border="1"><tr><td>Signature</td><td></td><td></td></tr><tr><td>X</td><td></td><td>X</td></tr></table>	Signature			X		X	2 This section must be signed on behalf of the parent undertaking.				
Signature												
X		X										
6	Signature of subsidiary³											
	I am signing this form on behalf of the subsidiary company.											
Signature	<table border="1"><tr><td>Signature</td><td></td><td></td></tr><tr><td>X</td><td></td><td>X</td></tr></table>	Signature			X		X	3 This form must be signed by a director of the subsidiary company				
Signature												
X		X										

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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 **Dr Trevor Nolan**

Company name **Source BioScience Limited**

Address **1 Orchard Place**

Nottingham Business Park

Post town **Nottingham**

County/Region **Notts**

Postcode **N G 8 6 P X**

Country **United Kingdom**

DX

Telephone **+44 (0) 115 9739010**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of the financial year in Section 2.
- ☐ You have completed Section 3.
- ☐ You have entered the date of the statement in Section 4.
- ☐ A representative of the parent has signed their name in Section 5.
- ☐ A director of the subsidiary has signed the form.
- ☐ To benefit from one of these exemptions, the subsidiary must also submit the following documents to the registrar of companies on or before the date on which its accounts are due:
 - a written notice that all members of the subsidiary agree to the exemption in respect of the relevant financial year; and
 - a copy of the parent undertaking's consolidated accounts, including a copy of the auditor's report and the annual report on those accounts.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

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

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

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

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

**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

SOURCE BIOSCIENCE (STORAGE) LIMITED
(the "Company")

Minutes of a meeting of the board of directors of the Company held at 1 Orchard Place,
Nottingham Business Park, Nottingham NG8 6PX
on 12 December 2019

Present: Jay LeCoque (Chairman)
Trevor Nolan
Russell Wheatcroft

MONDAY

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COMPANIES HOUSE

1. CHAIRMAN NOTICE AND QUORUM

1.1. It was noted that due notice of the meeting had been given and that a quorum was present.

2. DECLARATIONS OF INTEREST

Each director present confirmed that he had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting which he was required by section 177 of the Companies Act 2006 ("**Act**") and the Company's articles of association to disclose.

3. PURPOSE OF THE MEETING

The Chairman reported that the business of the meeting was to consider and, if thought fit, to approve the Company taking an audit exemption for the financial year ending 31 December 2018 pursuant to section 479A of the Act ("**Proposed Exemption**") and to tend to certain formalities in connection with the Proposed Exemption.

4. DOCUMENTS PRODUCED AT THE MEETING

There was produced to the meeting:

4.1. a completed Companies House Form AA06 (statement of guarantee by a parent undertaking of a subsidiary company), duly executed by a director on behalf of Sherwood Holdings Limited (company number 10269474), the ultimate parent undertaking of the Company ("**Parent**"), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial

- year ending on 31 December 2018 in accordance with section 479C of the Act ("**Statement of Guarantee**"); and
- 4.2. a signed agreement of the Parent, as the sole member of the Company, agreeing to the Company taking the Proposed Exemption ("**Member Agreement**").

5. CONSIDERATION OF THE DOCUMENTS

- 5.1. It was noted that the Company met the exemption criteria set out in section 479A of the Act but that the Proposed Exemption was conditional upon compliance with all of the following conditions:
- 5.1.1. all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
 - 5.1.2. the Parent must give a guarantee under section 479C of the Act in respect of that year;
 - 5.1.3. the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the provisions of the Seventh Directive (83/349/EEC) or international accounting standards;
 - 5.1.4. the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Act relating to the audit of individual accounts by virtue of section 479A of the Act; and
 - 5.1.5. the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Act;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the Act;
 - (iii) a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the Act;
 - (iv) a copy of the auditor's report on those accounts; and
 - (v) a copy of the consolidated annual report drawn up by the Parent.
- 5.2. The meeting considered the Statement of Guarantee and it was noted that it satisfied the requirements of section 479C(2) of the Act.
- 5.3. The meeting considered the Member Agreement and it was noted that it had been signed by the sole member and that it satisfied the requirements of section 479A(2)(a) of the Act.

6. RESOLUTIONS

After due and careful consideration, the meeting resolved that:

- 6.1. adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole;
- 6.2. the terms of the Statement of Guarantee be and are approved and that the Company execute the Statement of Guarantee;
- 6.3. any director of the Company be and is authorised to sign the Statement of Guarantee on behalf of the Company;
- 6.4. the following be delivered to the Register of Companies on or before the date on which the Company files the accounts for the financial year ending 31 December 2018:
 - 6.4.1. a copy of the Member Agreement;
 - 6.4.2. the Statement of Guarantee;
 - 6.4.3. a copy of the consolidated accounts of the Parent in which the Company is included;
 - 6.4.4. a copy of the auditor's report on the consolidated accounts; and
 - 6.4.5. a copy of the consolidated annual report drawn up by the Parent.

7. CLOSE

There being no further business the Chairman declared the meeting closed and these minutes were approved and signed.



Chairman