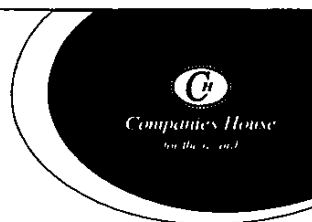


OS AP01

Appointment of director of an overseas company



☒ **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 ov
company To do this, please use
OS AP02 'Appointment of cor
director of an overseas comp

THURSDAY



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A29

02/06/2011

25

COMPANIES HOUSE

1 Overseas company details

Company number F C 2 5 2 7 6

Company name in full VISA EUROPE SERVICES INC

or alternative name as
registered in the UK BRANCH NUMBER BR007632

→ 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 d0 d1 m0 m5 y2 y0 y1 y1

3 New director's details

Title* MR

Full forename(s) JUAN

Surname OLAIZOLA

Former name(s) ①

Country/State of
residence ② U.K

Nationality SPAIN

Date of birth d0 d3 m0 m7 y1 y9 y6 y1

Business occupation
(if any) ③ BANKER

① Former name(s)

Please provide any previous names
which have been used for business
purposes in the past 20 years

Married women do not need to give
former names unless previously used
for business purposes.

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 Business occupation

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

4 New director's service address ④

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

Building name/number 1

Street SHELDON SQUARE

Post town LONDON

County/Region

Postcode W 2 6 T T

Country UNITED KINGDOM

④ 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

OS AP01

Appointment of director of an overseas company

5 Director's authority


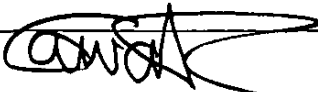
Please enter the extent of your authority as director Please tick one box		<p>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	PLEASE SEE ATTACHED EXTRACT OF BY-LAWS	
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	PLEASE SEE ATTACHED DIRECTORS LIST 	

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							

7 Signature

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

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

Former name(s) ①	① Additional former names Use this space to enter any additional names

OS AP01

Appointment of director of an overseas company



Presenter information

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

Contact name **MARIA MARQUES**

Company name **VISA EUROPE SERVICES INC**

Address **1 SHELDON SQUARE**

Post town **LONDON**

County/Region

Postcode **W 2 6 T T**

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



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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

Article II BOARD OF DIRECTORS

2.1 Powers, Number; Qualifications

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by the Board of Directors. Directors need not be stockholders.

2.2 Election; Term of Office; Resignation; Removal; Vacancies

Each director shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors. Unless otherwise provided in the certificate of incorporation or these bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class or from any other cause may be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director.

2.3 Regular Meetings

Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined notice thereof need not be given.

2.4 Special Meetings

Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the Vice Chairman of the Board, if any, by the President or by any two directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

2.5 Participation in Meetings by Conference Telephone Permitted

Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

2.6 Quorum, Vote Required for Action

At all meetings of the Board of Directors a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the certificate of incorporation or these bylaws shall require a vote of a greater number. In case at any meeting of the Board of Directors a quorum shall not be present, the members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall be present.

2.7 Organization

The Board of Directors may, if it so determines, elect from among its members a Chairman of the Board and a Vice Chairman of the Board. Meetings of the Board of Directors shall be presided over by the

Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

2.8 Action by Directors Without a Meeting

Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

2.9 Compensation of Directors

Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board of Directors shall have the authority to fix the compensation of directors.

VISA EUROPE BOARD OF DIRECTORS

Chairman – Jan Lidén

(Effective. 1 May 2011 - 30 April 2013)

BOARD OF DIRECTORS

.....
PIOTR ALICKI (Subregion 5) POLAND
Vice President of the Management Board
PKO Bank Polski SA
.....

.....
PETER AYLIFFE (Visa Europe) UK
President & Chief Executive
Visa Europe
.....

.....
JAVIER CELAYA (Subregion 3) SPAIN
Member of the Board Directors of ServiRed S A
Payments Director of BANKIA
Caja Madrid
.....

.....
YANNICK CHAGNON (Subregion 2) FRANCE
Head of Payment Services
Société Générale
.....

.....
FABRICE DENÈLE (Subregion 2) FRANCE
Head of Payments Strategy
Retail Banking Coordination Department
BPCE
.....

.....
JOHANNES EVERS (Subregion 8) GERMANY
Chairman of the Board of Directors
Vorsitzender des Vorstands der Landesbank
Berlin AG
.....

.....
KJELL HEDMAN (Subregion 4) SWEDEN
Chairman of Visa Sweden Board
President & Chief Executive Officer
Landshypotek AB
.....

.....
GARY HOFFMAN (Independent Director)
C/o Visa Europe
.....

.....
HENNING HOLTAN (Subregion 4) NORWAY
Member of Visa Norge Bankgruppe Board
Senior Vice President & Head of Acquiring
Nordea Bank Norge ASA
.....

.....
ANTONY JENKINS (Subregion 1) UK
Chief Executive Officer
Global Retail Banking
Barclays Group
(Barclays Bank plc)
.....

.....
RON KALIFA (Subregion 1) UK
Chief Executive Officer
WorldPay (UK) Ltd
.....

.....
ENNIO LA MONICA (Subregion 7) ITALY
General Manager
Banca Carige S p A , Italy
.....

.....
JAN LIDÉN (Independent Director)
Chairman of the Visa Europe Board
.....

.....
YVES MARTRENCAR (Subregion 2) FRANCE
COO of BNP Paribas
Retail Banking
BNP Paribas
.....

.....
LES MATHESON (Subregion 1) UK
Managing Director
Retail Products
Royal Bank of Scotland Group
.....

.....
JOAN MORLA (Subregion 3) SPAIN
Member of the Board of Directors of ServiRed
Card Business Managing Director
La Caixa
.....

.....
JUAN OLAIZOLA (Subregion 1) UK
Director of Manufacturing
Santander UK Plc
.....

.....
SPYRIDON PAPASPYROU (Subregion 6) GREECE
Deputy Managing Director
Piraeus Bank Group
.....

.....
PAUL PESTER (Subregion 1) UK
Managing Director
Consumer Banking
Lloyds Banking Group
.....

.....
NAZAN SOMER (Subregion 10) TURKEY
Executive Vice President
Retail Banking
Yapı ve Kredi Bankası A Ş
.....

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LUC VAN THIELEN (Subregion 9) BELGIUM
Member of the Management Board of Visa Belgium
Chief Operations Officer
Dexia Bank
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