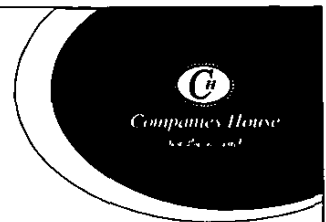


# OS AP01

## 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 overseas  
company. To do this, please use  
OS AP02 'Appointment of corporate  
director of an overseas company'.

THURSDAY



A29 \*A9FH7UN3\* 35  
02/06/2011  
COMPANIES HOUSE

### 1 Overseas company details

Company number F C 2 5 2 7 6

Company name in full  
or alternative name as  
registered in the UK VISA EUROPE SERVICES INC  
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 d 0 d 1 m 0 m 5 y 2 y 0 y 1 y 1

### 3 New director's details

Title\* MR

Full forename(s) HENNING

Surname HOLTAN

Former name(s) 1

Country/State of  
residence 2 NORWAY

Nationality NORWEGIAN

Date of birth d 2 d 9 m 0 m 6 y 1 y 8 y 7 y 1

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**

<b>5</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	<b>①</b> 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  <b>②</b> 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
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	

<b>6</b>	<b>UK establishments</b>											
	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											
	<table border="1"><thead><tr><th>UK establishment name</th><th>Registration number</th></tr></thead><tbody><tr><td></td><td></td></tr><tr><td></td><td></td></tr><tr><td></td><td></td></tr><tr><td></td><td></td></tr></tbody></table>	UK establishment name	Registration number									
UK establishment name	Registration number											

<b>7</b>	<b>Signature</b>							
Signature	<table border="1"><tr><td>Signature</td><td></td></tr><tr><td></td><td></td></tr><tr><td></td><td></td></tr></table>	Signature						
Signature								
								
								
	This form may be signed and authorised by Director, Secretary, Permanent representative							

<b>8</b>	<b>Additional former name(s) (continued from Section 3)</b>								
Former name(s) ①	<table border="1"><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr></table>								<b>① Additional former names</b> 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

## 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  
.....

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