

# OS AP01

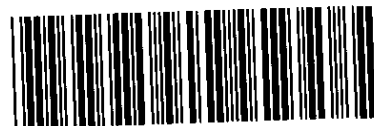
## Appointment of director of an overseas company



Companies House

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




\*AAELZLC3\*  
ACO 07/10/2021 #41  
COMPANIES HOUSE

<b>1</b>	<b>Overseas company details</b>	
Company number	F C 0 3 4 6 1 7	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *
Company name in full or alternative name as registered in the UK	LIBERTY SPECIALTY MARKETS EUROPE S.A.R.L.	
<b>2</b>	<b>Date of director's appointment</b>	
Date of appointment	d 1 d 1 m 1 m 2 y 2 y 0 y 2 y 0	
<b>3</b>	<b>New director's details</b>	
Title*	MR	<b>① Former name(s)</b> 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.  <b>② Country/State of residence</b> This is in respect of your usual residential address as stated in Section 4a.  <b>③ Month and year of birth</b> Please provide month and year only. Provide full date of birth in section 3a.  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
Full forename(s)	CHRISTIAN	
Surname	ROLA	
Former name(s) ①		
Country/State of residence ②	LUXEMBOURG	
Nationality	FILIPINO	
Month/year of birth ③	X X m 1 m 1 y 1 y 9 y 7 y 7	
Business occupation (if any) ④	CHIEF FINANCIAL OFFICER	
<b>4</b>	<b>New director's service address ⑤</b>	
Please complete your service address below. You must also complete your usual residential address in Section 4a.		<b>⑤ Service address</b> 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.
Building name/number	5-7	
Street	RUE LEON LAVAL	
Post town	LEUDELANGE	
County/Region	LUXEMBOURG	
Postcode	L - 3 3 7 2	
Country	LUXEMBOURG	

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<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 ●	● 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.	
	<input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	To the extent provided by the Articles of the Company as they apply to all Managers. Please see the next page for further details.		
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ●		
If applicable, name(s) of person(s) with whom you are acting jointly	Fernand Grulms (Class B Manager), James Reeves (Class A Manager), Dirk Billemon (Class A Manager), Nigel Davenport (Class A Manager). See the next page for further details.		
<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.	
		UK establishment name	Registration number
		LIBERTY SPECIALTY MARKETS EUROPE S.A.R.L., UK	B R 0 1 9 7 0 9
<b>7</b>		<b>Signature</b>	
Signature	Signature  X Nigel James Davenport X		
	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) ●			
		● Additional former names Use this space to enter any additional names.	

**Liberty Specialty Markets Europe S.à r.l (the Company) – Class A Managers and Class B Managers’**  
**Authority to act alone and/or jointly - Christian Rola**

**1. Alone:**

- **Article 12.1 (Composition and powers of the board of managers)** of the Articles of Association stipulates that the Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.
- **Article 12.3 (Composition and powers of the board of managers)** of the Articles of Association stipulates that the board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company’s corporate purpose, with the exception of the power reserved by the Law or by these articles of association to the general meeting of shareholders.
- **Article 13 (Daily Management)** of the Articles of Association stipulates that the daily management of the Company as well as the representation of the Company in relation to such daily management may be delegated to one or more managers, officers or other agents, acting individually or jointly.
- **Article 19.1 (Dealing with third parties)** of the Articles of Association stipulates that the Company shall be bound towards third parties in all circumstances i) by the joint signature of any two directors, or (ii) by the joint signature or sole signature of any person(s) to whom such power may have been delegated by the board of directors within the limits of such delegations.
- **Article 19.2 (Dealing with third parties)** of the Articles of Association stipulates that, within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegations.

**2. Jointly: with Nigel Davenport (Class A Manager), Fernand Grulms (Class B Manager), James Reeves (Class A Manager), and Dirk Billemon (Class A Manager).**

- **Article 12.1 (Composition and powers of the board of managers)** of the Articles of Association stipulates that the Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.
- **Article 12.3 (Composition and powers of the board of managers)** of the Articles of Association stipulates that the board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company’s corporate purpose, with the exception of the power reserved by the Law or by these articles of association to the general meeting of shareholders.
- **Article 13 (Daily Management)** of the Articles of Association stipulated that the daily management of the Company as well as the representation of the Company in relation to such daily management may be delegated to one or more managers, officers or other agents, acting individually or jointly.
- **Article 16.5 (conduct of meeting of the Board of Managers)** of the Articles of Association stipulates that the board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers. In the event the general meeting of shareholders has appointed different classes of managers, the board of managers may deliberate or act validly only if at least one (1) Class A Manager and one (1) Class B Manager is present or represented at the meeting.
- **Article 16.6 (conduct of meeting of the Board of Managers)** of the Articles of Association stipulates that decisions shall be taken by majority vote of the managers present or represented at such a meeting. In the event the general meeting of shareholders has appointed different classes of managers, decisions shall be taken by a majority of the managers present or represented including at least one (1) Class A Manager and one (1) Class B Manager.
- **Article 19.1 (Dealing with third parties)** of the Articles of Association stipulates that the Company shall be bound towards third parties in all circumstances i) by the joint signature of any two directors, or (ii) by

- the joint signature or sole signature of any person(s) to whom such power may have been delegated by the board of directors within the limits of such delegations.
- Article 19.2 (Dealing with third parties) of the Articles of Association stipulates that, within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegations.
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**3. Extracts of the Articles of Association are attached below:**

**Articles 12.1, 12.3 and 13**

**Article 12      Composition and powers of the board of managers**

12.1      The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

12.3      The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law

or by these articles of association to the general meeting of shareholders.

**Article 13      Daily management**

The daily management of the Company as well as the representation of the Company in relation to such daily management may be delegated to one or more managers, officers or other agents, acting individually or jointly. Their appointment, removal and powers shall be determined by a resolution of the board of managers.

**Articles 16.5 and 16.6**

16.5      The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers. In the event the general meeting of shareholders has appointed different classes of managers, the board of managers may deliberate or act validly only if at least one (1) Class A Manager and one (1) Class B Manager is present or represented at the meeting.

16.6      Decisions shall be taken by a majority vote of the managers present or represented at such meeting. In the event the general meeting of shareholders has appointed different classes of managers, decisions shall be taken by a majority of the managers present or represented including at least one (1) Class A Manager and one (1) Class B Manager. The chairman, if any, shall not have a casting vote.

**Articles 19.1 and 19.2**

**Article 19      Dealing with third parties**

19.1      The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or if the Company has several managers, by the joint signature of any two (2) managers, or by the joint signature of one (1) Class A Manager and one (1) Class B Manager if applicable, or (ii) by the joint signature or the sole signature of any persons to whom such signatory power may have been delegated by the board of managers within the limits of such delegation.

19.2      Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any persons to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegation.