

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment



Companies House

SAME DAY

A fee is payable with this form
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to register a
UK establishment.

☐ **What this form is NOT for**
You cannot use this form to
the details of an existing company
officer or establishment.

TUESDAY



A07

A7YNAF01

05/02/2019

#19

COMPANIES HOUSE

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ^①

St. Christophers (Amsterdam) B.V.

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

② Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK.

Alternative name
(if applicable) ^②

St. Christophers (Amsterdam) UK

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions^③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to **Section B2**.

→ Yes Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸

Private Limited Company

Country of
incorporation *

Netherlands

Identity of register
in which it is
registered ❹

Netherlands (Chamber of Commerce)

Registration number in
that register

3 4 2 3 4 9 4 4 [] []

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete **Sections B5 and B6**.

→ No Go to **Section B6**.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to **Part 3**.

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

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Please give the period for which the company is required to prepare accounts by parent law.

From

d

d

m

m

To

d

d

m

m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.❶

☒ Yes.

Please indicate what documents have been disclosed.

☒ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

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Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ^①
- ☒ I enclose a certified translation, if applicable. ^②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to **Section C3**.
- No Go to **Part 4 'Officers of the company'**.

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to **Part 4 'Officers of the company'**
- No If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^③

Building name/number

Street

Post town

County/Region

Postcode

Country

Please give the objects of the company and the amount of issued share capital.

Objects of the company ^④

Amount of issued share capital ^⑤

③ This address will appear on the public record.

④ Please give a brief description of the company's business.

⑤ Please specify the amount of shares issued and the value.

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Part 4

Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	Donald
Surname	Kauwoh
Former name(s) ^②	

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

② 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.

D2

Secretary's service address^③

Building name/number	95
Street	Overtoom 95 IV
Post town	Amsterdam
County/Region	
Postcode	1 0 5 4 H D
Country	NETHERLANDS

③ 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.

D3

Secretary's authority

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

Extent of authority	<input checked="" type="checkbox"/> Limited ^④ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Limited to admin work on behalf of directors Are you authorised to act alone or jointly? Please tick one box. <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤
If applicable, name(s) of person(s) with whom you are acting jointly	

④ 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.

⑤ 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.

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Corporate secretary

E1

Corporate secretary details^①

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E5. Please use a continuation page if necessary.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

E3

EEA companies^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered^③

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered^④

If applicable, the
registration number

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.	<p>❶ 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>❷ 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 type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	 	

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Director

F1	Director details ①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Luke	
Surname	Knowles	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Month/year of birth ④	X X m0 m2 y1 y9 y8 y8	
Business occupation (if any) ⑤	Director	
		① Corporate details Please use Sections G1-G5 to enter corporate director details.
		② 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.
		③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.
		④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
		⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
F2	Director's service address ⑥	
Building name/number	Overlord House	
Street	1D Colet Garden	
	Hammersmith	
Post town	London	
County/Region		
Postcode	W 1 4 9 D H	
Country	United Kingdom	
		⑥ 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.
F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ⑦ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		
		⑦ 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.
		⑧ 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.

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Corporate director

G1

Corporate director details ^①

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

G2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
- No Complete Section G4 only

G3

EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ^③	
Registration number	

② EEA

A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.	<p>❶ 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>❷ 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 type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H2**.

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H3**.

UK establishment
registration number

B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

- ☒ In respect of this establishment. Please go to **Section H4**.
- ☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

^① Please tick the appropriate box.

UK establishment
registration number

B R

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment.

Name of establishment St Christopher's Amsterdam (UK) Ltd

Building name/number Overlord House, 1D Colet Garden

Street

Post town Hammersmith, London

County/Region

Postcode W 1 4 9 D H

Country

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened ^d2 ^d8 ^m0 ^m3 ^y2 ^y0 ^y1 ^y8

Business carried on at the UK establishment Property Holding Company

^① Address

This is the address that will appear on the public record.

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Part 6

Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1

Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Luke

Surname

Knowles

J2

Permanent representative's service address ¹

Building name/number

Overlord House

Street

1D Colet Garden

Hammersmith

Post town

London

County/Region

Postcode

W 1 4 9 D H

Country

United Kingdom

¹ 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.

J3

Permanent representative's authority

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

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

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

- ☒ Alone
☐ Jointly ³

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

² 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.

³ 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.

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☒ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

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

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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

Company name RSM

Address Third Floor

One London Square

Cross Lanes

Post town Guildford

County/Region Surrey

Postcode G U 1 1 U N

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 overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given 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 completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



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.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



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:

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, BT2 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 or email 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

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Secretary

D1	Secretary details^①	
	Please use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5.	
Full forename(s)		① Corporate details Please use Sections E1-E5 to enter corporate secretary details. ② 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.
Surname		
Former name(s) ^②		

D2	Secretary's service address^③	
Building name/number		③ 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.
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Secretary's authority	
	Please enter the extent of your authority as secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^④ <input type="checkbox"/> Unlimited	④ 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. ⑤ 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	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Corporate secretary

E1	Corporate secretary details^①	
	Please use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5.	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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E5

Corporate secretary's authority

	<p>Please enter the extent of your authority as corporate secretary. Please tick one box.</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	<p>❶ 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>❷ 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>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>	

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	① Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	Murray	② 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.
Surname	Roberts	③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.
Former name(s) ^②		④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
Country/State of residence ^③	UK	⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Nationality	British	
Month/year of birth ^④	X X m0 m1 y1 y9 y6 y1	
Business occupation (if any) ^⑤	Director	

F2	Director's service address ^⑥	
Building name/number	Overlord House	⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.
Street	1D Colet Garden	If you provide your residential address here it will appear on the public record.
Post town	Hammersmith, London	
County/Region		
Postcode	W 1 4 9 D H	
Country	United Kingdom	

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	⑦ 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.
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited	⑧ 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		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	
	Please use this section to list all the corporate directors of the company. Please complete Sections G1-G5.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	

G2	Location of the registry of the corporate body or firm
	Is the corporate director registered within the European Economic Area (EEA)?
	→ Yes Complete Section G3 only → No Complete Section G4 only

G3	EEA companies ②
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.
Where the company/firm is registered ③	
Registration number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4	Non-EEA companies
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.	❶ 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. ❷ 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.
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.	
Full forename(s)		
Surname		
J2	Permanent representative's service address ^①	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① 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.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^② <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Registration of an overseas company opening a UK establishment

Person authorised

K1	Details of person authorised to accept service of documents in the UK	
	Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2.	
Full forename(s)		
Surname		
K2	Service address of person authorised to accept service ①	
Building name/number		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		

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Registration of an overseas company opening a UK establishment

Secretary

D1	Secretary details^①		<p>① Corporate details Please use Sections E1-E5 to enter corporate secretary details.</p> <p>② 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.</p>
<p>Please use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5.</p>			
Full forename(s)			
Surname			
Former name(s) ^②			

D2	Secretary's service address^③		<p>③ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; border-bottom: 1px solid black;"> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; border-right: 1px solid black; height: 20px;"></div> <div style="width: 10%; height: 20px;"></div> </div>		
Country			

D3	Secretary's authority		<p>④ 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>⑤ 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>
<p>Please enter the extent of your authority as secretary. Please tick one box.</p>			
Extent of authority	<p><input type="checkbox"/> Limited ^④</p> <p><input type="checkbox"/> Unlimited</p>		
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box.</p>		
	<p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ^⑤</p>		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^①	
	Please use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5.	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.	❶ 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. ❷ 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.
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	 	

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ¹
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.
Full forename(s)	Keith Charles
Surname	Knowles
Former name(s) ²	
Country/State of residence ³	UK
Nationality	British
Month/year of birth ⁴	X X m0 m3 y1 y9 y6 y0
Business occupation (if any) ⁵	Director

- 1 Corporate details**
Please use Sections G1-G5 to enter corporate director details.
- 2 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.
- 3 Country/State of residence**
This is in respect of your usual residential address as stated in Section F5.
- 4 Month and year of birth**
Please provide month and year only. Provide full date of birth in section F4.
- 5 Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ⁶
Building name/number	Overlord House
Street	1D Colet Garden
Post town	Hammersmith, London
County/Region	
Postcode	W 1 4 9 D H
Country	United Kingdom

- 6 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.

F3	Director's authority
	Please enter the extent of your authority as director. Please tick one box.
Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸
If applicable, name(s) of person(s) with whom you are acting jointly	

- 7** 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.
- 8** 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.

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Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate directors of the company. Please complete Sections G1-G5.		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

G2	Location of the registry of the corporate body or firm
Is the corporate director registered within the European Economic Area (EEA)?	
→ Yes Complete Section G3 only → No Complete Section G4 only	

G3	EEA companies ②	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③		
Registration number		

G4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		<p>❶ 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>❷ 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 type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.	
Full forename(s)		
Surname		
J2	Permanent representative's service address ❶	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	❶ 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.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ❷ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❸	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Person authorised

K1	Details of person authorised to accept service of documents in the UK								
	Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2.								
Full forename(s)									
Surname									
K2	Service address of person authorised to accept service ^①								
Building name/number		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.							
Street									
Post town									
County/Region									
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

FULL TEXT OF THE ARTICLES OF ASSOCIATION

of


St. Christophers (Amsterdam) B.V.

with its registered office in Amsterdam

The Articles of Association were last amended by deed of amendment of the Articles of Association executed on 7 November 2005 before *mr.* D. ter Braak, filling the vacant office in Amsterdam of the honourably discharged *mr.* M.C.W. van Meer
The ministerial declaration of no objection was granted on 1 November 2005, under number B.V. 1342568.

"I hereby certify these to be a true translation of the original"

Signed:

 1/02/2019

Name: *LUKE KUKULES*

Director of St. Christophers (Amsterdam) B.V.

CHAPTER I. Definitions. Article 1.

In the Articles of Association, the following terms are defined as follows:

- a. **general meeting:** the body made up of shareholders;
- b. **general meeting of shareholders:** the assembly of shareholders;
- c. **distributable portion of the equity capital:** the portion of the equity capital that exceeds the subscribed capital plus the statutory reserves;
- d. **annual accounts:** the balance sheet and the profit and loss account with explanatory notes;
- e. **annual meeting:** the general meeting of shareholders intended for the discussion and adoption of the annual accounts.

CHAPTER II. Name. Seat. Object.

Article 2. Name and seat

1. The company bears the name:
St. Christophers (Amsterdam) B.V.
2. It has its seat in Amsterdam.

Article 3. Object.

The company has as its object

- a. the ownership and management of hotels, hostels, and cafés and bars;
- b. the incorporation of, participation in any way in, and management and supervision of enterprises and companies;
- c. the financing of enterprises and companies;
- d. the loaning, lending and collection of funds, including the issue of bonds and debentures, debt instruments and other securities, as well as entering into agreements linked thereto;
- e. the provision of advice and services to enterprises and companies with which the company is affiliated in a group and to third parties;
- f. the provision of guarantees, the committing of the company and the encumbrance of assets of the company for businesses and companies with which the company is affiliated in a group and for third parties;
- g. the acquisition, management, commercial exploitation and alienation of registered property and asset values in general;
- h. the dealing in currency, securities and asset values in general;
- i. the commercial exploitation and marketing of patents, trademark rights, permits, know-how and other industrial property rights;
- j. the performance of all types of industrial, financial and commercial activities; and all that may be related or beneficial to the above, all in the broadest sense.

CHAPTER III.

Capital and shares. Register.

Article 4. Authorized capital.

1. The authorized capital is ninety thousand euros (EUR 90,000).
2. It is subdivided into nine hundred (900) shares of one hundred euros (EUR 100) each.
3. All shares are registered shares. Share certificates will not be issued.

Article 5. Register of shareholders.

1. The board will maintain a register recording the names and addresses of all shareholders, stating the date on which the shares were acquired, the date of acknowledgement or service and the amount paid on each share.
2. The register will also include any names and addresses of persons holding a right of usufruct or pledge on shares, stating the date on which they acquired the right and the date of acknowledgement or service.
3. Each shareholder, usufructuary and pledgee is obliged to provide the company with written notification of their address.
4. The register will be updated on a regular basis. All entries and notes made in the register will be signed by an executive director.
5. Upon request, the board will provide to a shareholder, usufructuary or pledgee an extract from the register pertaining to that person's right to a share, at no cost.
6. The executive board will make the register available at the office of the company for inspection by the shareholders.

CHAPTER IV.**Share issue. Shares in the company's own capital.****Article 6. Share issue. Authorized body.****Notarial deed.**

1. Shares may only be issued pursuant to a resolution of the general meeting, insofar as the general meeting has not designated another company body.
2. The issue of a share also requires a deed to that effect to which deed the parties involved are party executed before a civil-law notary with place of establishment in the Netherlands.

Article 7. Conditions of issue. Preferential right.

1. The price and other conditions of issue will be determined in the resolution for share issue.
2. Upon issue of shares, each shareholder has a preferential right in proportion to the aggregate amount of their shareholding, in observance of the restrictions of the law.
3. The shareholders have an equivalent preferential right for the granting of rights to take shares.
4. For each individual share issue, the preferential right may be restricted or excluded by the body authorized to issue shares.

Article 8. Payment on shares.

1. Upon issue of each share, the entire face value must be paid on the share.
2. Payment on a share must be made in cash insofar as no other contribution is agreed.
Payment in foreign currency is only allowed with the consent of the company.

Article 9. Shares in the company's own capital.

1. The company may not take shares in its own capital upon issue.
2. The company may, in observance of the provisions of the law in this area, acquire fully paid up shares in its own capital or depositary receipts for such shares, up to the legally allowable maximum.

3. The company may provide loans for the purposes of taking or acquiring shares in its own capital or depositary receipts for such shares, but only up to the amount of the distributable reserves.
4. Shares held by the company in its own capital or depositary receipts for said shares may only be alienated pursuant to a decision of the general meeting in observance of the provisions of the share transfer restriction.
5. No vote may be cast in the general meeting on a share that belongs to the company or one of its subsidiaries, nor on shares for which the company or one of its subsidiaries holds the depositary receipts.

CHAPTER V.

Transfer in title of shares. Restricted rights.

Issue of depositary receipts.

Article 10. Transfer in title of shares. Rights of shareholders.

Usufruct. Pledge. Issue of depositary receipts.

1. The delivery of a share or a restricted right thereon requires a deed to that effect executed before a civil-law notary practising in the Netherlands, to which deed the parties involved are a party.
2. Excepting if the company itself is a party to the juristic act, the rights attached to the share may only be exercised after the company has acknowledged the juristic act or after the deed is served on the company, in accordance with the applicable provisions of law.
3. Upon the establishment of a right of usufruct or pledge on a share, the voting right may be allocated to the usufructuary or pledgee.
4. The company will not cooperate with the issue of depositary receipts for its shares.

CHAPTER VI.

Share transfer restriction.

Article 11.

1. A shareholder wishing to sell one or more shares is obliged to first offer those shares for sale to their fellow shareholders in accordance with the following provisions of this article. This offer obligation does not apply if all shareholders have granted their approval in writing to the sale in question; in such cases this approval is valid only for a period of three months. Likewise, this offer obligation does not apply if the shareholder is obliged by law to transfer their shares to a previous shareholder.
2. The price for which the shares may be taken over by the other shareholders is determined by the offering party and their fellow shareholders. If they do not reach agreement, the price will be determined by an independent expert to be appointed by the chairman of the Chamber of Commerce and Industry in the jurisdiction in which the company has its seat, at the request of one of the parties, unless the parties reach mutual agreement on the appointment of the expert. The expert referred to in the preceding sentence is authorized to inspect all books and documents of the company and to obtain all other information beneficial to their determination of the price.
3. If the fellow shareholders collectively apply for more shares than are offered, the offered shares will be divided amongst them in proportion to the shareholding of the

- prospective buyers insofar as possible. No one may acquire more shares under this system than the number of shares for which they expressed an interest in purchasing.
4. The offering party remains entitled to revoke the offer so long as this takes place within a month after becoming aware of the identities of the prospective buyers to whom they may sell all the shares to which the offer pertains and at what price.
 5. If it is established that the fellow shareholders do not accept the offer or do not purchase all the shares to which the offer pertains for payment in cash, the offering party may freely transfer the shares for a period of three months after this is established.
 6. The company itself as a holder of shares in its own capital may only be a prospective buyer for the shares offered with the consent of the offering party.
 7. In the event of suspension of payments, bankruptcy or placement under conservatorship of a shareholder, and in the event of court-ordered administration over the assets of a shareholder or their shares in the company, or in the event of the demise of a shareholder-natural person, the shares of the shareholder in question will be offered in observance of the previous provisions within three months after the event in question. If prospective buyers apply for all shares offered at that time, the offer cannot be revoked.

CHAPTER VII.

Management Board.

Article 12. Executive board.

The management of the company will consist of an executive board consisting of one or more executive directors.

Article 13. Appointment, suspension and dismissal, remuneration.

1. The executive directors will be appointed by the general meeting.
2. Any executive director may be suspended or dismissed by the general meeting at any time.
3. The general meeting will determine the remuneration and other employment conditions of each executive director.

Article 14. Duty of management. Decision-making. Distribution of tasks and responsibilities.

1. The executive board is charged with the management of the company, barring the restrictions under the Articles of Association.
2. The general meeting may adopt regulations setting rules governing the decision-making in the executive board.
3. Apart from adoption in a meeting, resolutions of the executive board may also be adopted in writing, so long as adopted by unanimous vote of all sitting executive directors. "In writing" is defined as any message transmitted and received in written form via conventional communication channels.
4. The executive board may delegate specific tasks to individual executive directors.

Article 15. Representation

1. The executive board is authorized to represent the company. Representational authority is also granted to two executive directors acting jointly.
2. The executive board may appoint officers with general or restricted representational authority. Each will represent the company in observance of the limitations on their authority. The titles of these officers will be determined by the executive board.

3. In the event of a conflict of interest between the company and an executive director, the company will be represented by one of the other executive directors. The general meeting is at all times authorized to designate one or more other persons to represent the company. In the event of a conflict of interest between the company and all executive directors, or the sole executive director, the company will be represented by one or more persons designated by the general meeting.
4. Regardless of whether there is a conflict of interest, juristic acts of the company with respect to the holder of all shares or with respect to a partner in any community of property to which all shares belong by which the company is represented by that shareholder or one of the partners will be documented in writing. For the application of the previous sentence, shares held by the company or its subsidiaries are not counted.
5. Paragraph 4 does not apply to juristic acts that are part of the mandatory conditions for the company's normal business operations.

Article 16. Approval of management board resolutions.

1. The general meeting is authorized to subject board resolutions to its approval. These resolutions must be clearly described and notified to the executive board in writing.
2. The lack of an approval as described in paragraph 1 of this article does not compromise the representational authority of the executive board or the executive directors.

Article 17. Absence or prevention.

In the event of vacancy or absence of an executive director, the other executive director(s) is/are temporarily charged with the management of the company. In the event of vacancy or absence of all executive directors or the sole executive director, the person designated thereto annually by the general meeting will be temporarily charged with the management of the company.

CHAPTER VIII.

Annual accounts. Profit.

Article 18. Financial year. Drafting of annual accounts. Auditor.

1. The financial year coincides with the calendar year.
2. The board will draft annual accounts each year within five months after the end of the financial year (barring the general meeting extending this term by a maximum of six months on the basis of exceptional circumstances).
3. The annual accounts will be signed by the executive directors; if the signature of one or more of them is lacking, then this will be stated, giving reasons.
4. The company may, and if legally required to do so, will, instruct an auditor to audit the annual accounts.

Article 19. Adoption of annual accounts. Discharge. Release of annual accounts.

1. The general meeting will adopt the annual accounts. Adoption of the annual accounts does not constitute discharge of an executive director. The general meeting may grant discharge to an executive director by separate resolution.
2. The company is obliged to release its annual accounts within eight days after their adoption, unless a legal exemption applies.

Article 20. Profit.

1. The profit is available to the General Meeting.

2. Payments may only be made up to a maximum of the distributable portion of the equity capital.
3. Payment from the profit will be made only after the adoption of the annual accounts evidencing that such payment is justified.
4. In observance of the provisions relating thereto in paragraph 2, the executive board may resolve to pay an interim dividend.
5. In observance of the provisions relating thereto in paragraph 2, the general meeting may resolve to make payments from a reserve.
6. A shareholder's claim for a payment expires after the lapse of five years.

CHAPTER IX.

General meetings of shareholders.

Article 21. Annual meeting and other meetings.

Convocation.

1. The general meeting intended to discuss and adopt the annual accounts will be held each year within six months of the close of the financial year.
2. Other general meetings of shareholders will be held as often as the board deems necessary.
3. The general meetings of shareholders will be convened by the executive board by means of letters to the addresses of the shareholders as recorded in the register of shareholders.
4. The convocation will be issued no later than the fifteenth day prior to the date of the meeting.
5. The general meetings of shareholders will be held in the municipality where the company has its seat according to its Articles of Association.
6. The general meeting will designate its own chairman. Until it does, the meeting will be chaired by an executive director or, if no executive director is present, the oldest person present in the meeting.
7. The executive directors, in their capacity as executive directors, have an advisory vote in the general meeting.

Article 22. The entire issued capital is represented. Records.

1. So long as the entire issued capital is represented in a general meeting of shareholders, valid resolutions may be adopted on any topic raised so long as adopted by unanimous vote, even if the provisions on the convocation and holding of meetings as set out in the law or the Articles of Association were not observed.
2. The board will keep a record of the resolutions adopted. If the executive board is not represented in the meeting, a record of the resolutions adopted will be provided to the executive board by or on behalf of the chairman of the meeting as quickly as possible after the meeting. The records will be available at the office of the company for inspection by the shareholders. Upon request, any shareholder may obtain a copy or extract of these records at no more than cost.

Article 23. Voting.

1. Each share gives the entitlement to one vote.
2. The meeting rights can be exercised by an agent authorized in writing thereto.

3. Insofar as no larger majority is prescribed by law, all resolutions are adopted with an absolute majority of votes cast.
4. In the event of a tie, the proposal is defeated.

Article 24. Decision-making outside of meetings.

Records.

1. Instead of being adopted in general meetings of shareholders, resolutions of shareholders may also be adopted in writing, so long as adopted by unanimous vote of all voting-authorized shareholders. The provisions of the second sentence of Article 14, paragraph 3, apply accordingly.
2. The provisions of article 21, paragraph 7, apply accordingly to decision-making outside of meetings as described in the preceding paragraph.
3. The executive board will keep a record of the resolutions adopted in this manner. All shareholders are obliged to ensure that the resolutions adopted in accordance with paragraph 1 are notified to the executive board in writing as quickly as possible. The records will be available at the office of the company for inspection by the shareholders. Upon request, any shareholder may obtain a copy or extract of these records at no more than cost.

CHAPTER X.

Amendment to the Articles of Association and dissolution. Liquidation.

Article 25. Amendment to the Articles of Association and dissolution.

If a proposal is made to the general meeting to amend the Articles of Association or to dissolve the company, this proposal must always be stated in the convocation to the general meeting of shareholders, and in the case of an amendment of the Articles of Association, at the same time the convocation is issued a copy of the proposal containing the verbatim text of the proposed amendment must be made available at the office of the company for inspection by the shareholders, to remain there until the end of the meeting.

Article 26. Liquidation.

1. In the event of dissolution of the company pursuant to a resolution of the general meeting, the executive officers are charged with the liquidation of the property of the company.
2. During the liquidation, the provisions of the Articles of Association remain in force to the maximum possible extent.
3. The remainder after payment of all debts of the company will be transferred to the shareholders in proportion to the aggregate amount of the shareholding of each.
4. The relevant provisions of Title 1 of Book 2, Dutch Civil Code, also apply to the liquidation.

Concluding provision.

Article 27.

The company's first financial year runs up to and including the thirty-first of December, two thousand and six.



VOLLEDIGE TEKST VAN DE STATUTEN

van

St. Christophers (Amsterdam) B.V.

gevestigd te Amsterdam

De statuten zijn laatstelijk gewijzigd bij akte van statutenwijziging op 7 november 2005 verleden voor mr. D. ter Braak, waarnemende het vacante kantoor te Amsterdam van de eervol ontslagen mr. M.C.W. van Meer.

De ministeriële verklaring van geen bezwaar is verleden op 1 november 2005, onder nummer B.V. 1342568.

"I hereby certify these to be a true copy of the original"

Signed:

 1/02/2019

Name:

MIKE KNOWLES

Director of St. Christophers (Amsterdam) B.V.

HOOFDSTUK I.

Begripsbepalingen.

Artikel 1.

In de statuten wordt verstaan onder:

- a. algemene vergadering: het orgaan dat gevormd wordt door aandeelhouders;
- b. algemene vergadering van aandeelhouders: de bijeenkomst van aandeelhouders;
- c. uitkeerbare deel van het eigen vermogen: het deel van het eigen vermogen, dat het geplaatste kapitaal vermeerderd met de reserves die krachtens de wet moeten worden aangehouden, te boven gaat;
- d. jaarrekening: de balans en de winst- en verliesrekening met de toelichting;
- e. jaarvergadering: de algemene vergadering van aandeelhouders, bestemd tot de behandeling en vaststelling van de jaarrekening.

HOOFDSTUK II.

Naam. Zetel. Doel.

Artikel 2. Naam en zetel.

1. De vennootschap draagt de naam:
St. Christophers (Amsterdam) B.V.
2. Zij heeft haar zetel te Amsterdam.

Artikel 3. Doel.

De vennootschap heeft ten doel

- a. het in eigendom houden en beheren van hotels, hostels, en cafés en barren;
 - b. het oprichten van, het op enigerlei wijze deelnemen in, het besturen van en het toezicht houden op ondernemingen en vennootschappen;
 - c. het financieren van ondernemingen en vennootschappen;
 - d. het lenen, uitlenen en bijeenbrengen van gelden daaronder begrepen, het uitgeven van obligaties, schuldbrieven of andere waardepapieren, alsmede het aangaan van daarmee samenhangende overeenkomsten;
 - e. het verstrekken van adviezen en het verlenen van diensten aan ondernemingen en vennootschappen waarmee de vennootschap in een groep is verbonden en aan derden;
 - f. het verstrekken van garanties, het verbinden van de vennootschap en het bezwaren van activa van de vennootschap ten behoeve van ondernemingen en vennootschappen waarmee de vennootschap in een groep is verbonden en ten behoeve van derden;
 - g. het verkrijgen, beheren, exploiteren en vervreemden van registergoederen en van vermogenswaarden in het algemeen;
 - h. het verhandelen van valuta, effecten en vermogenswaarden in het algemeen;
 - i. het exploiteren en verhandelen van patenten, merkrechten, vergunningen, know how en andere industriële eigendomsrechten;
 - j. het verrichten van alle soorten industriële, financiële en commerciële activiteiten;
- en al hetgeen met vorenstaande verband houdt of daartoe bevorderlijk kan zijn, alles in de ruimste zin van het woord.

HOOFDSTUK III.

Kapitaal en aandelen. Register.

Artikel 4. Maatschappelijk kapitaal.

1. Het maatschappelijk kapitaal bedraagt negentig duizend euro (EUR 90.000).
2. Het is verdeeld in negenhonderd (900) aandelen van één honderd euro (EUR 100).

3. Alle aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.

Artikel 5. Register van aandeelhouders.

1. De directie houdt een register waarin de namen en adressen van alle aandeelhouders zijn opgenomen, met vermelding van de datum waarop zij de aandelen hebben verkregen, de datum van erkenning of betekening, alsmede met vermelding van het op ieder aandeel gestorte bedrag.
2. In het register worden tevens opgenomen de namen en adressen van hen die een recht van vruchtgebruik of pandrecht op aandelen hebben, met vermelding van de datum waarop zij het recht hebben verkregen, alsmede de datum van erkenning of betekening.
3. Iedere aandeelhouder, ieder vruchtgebruiker en iedere pandhouder is verplicht aan de vennootschap schriftelijk zijn adres op te geven.
4. Het register wordt regelmatig bijgehouden. Alle inschrijvingen en aantekeningen in het register worden getekend door een directeur.
5. De directie verstrekt desgevraagd aan een aandeelhouder, een vruchtgebruiker en een pandhouder kosteloos een uittreksel uit het register met betrekking tot zijn recht op een aandeel.
6. De directie legt het register ten kantore van de vennootschap ter inzage van de aandeelhouders.

HOOFDSTUK IV.

Uitgifte van aandelen. Eigen aandelen.

Artikel 6. Uitgifte van aandelen. Bevoegd orgaan.

Notariële akte.

1. Uitgifte van aandelen kan slechts ingevolge een besluit van de algemene vergadering geschieden, voor zover door de algemene vergadering geen ander vennootschapsorgaan is aangewezen.
2. Voor de uitgifte van een aandeel is voorts vereist een daartoe bestemde ten overstaan van een in Nederland standplaats hebbende notaris verleden akte waarbij de betrokkene partij zijn.

Artikel 7. Voorwaarden van uitgifte. Voorkeursrecht.

1. Bij het besluit tot uitgifte van aandelen worden de koers en de verdere voorwaarden van uitgifte bepaald.
2. Iedere aandeelhouder heeft bij uitgifte van aandelen een voorkeursrecht naar evenredigheid van het gezamenlijk bedrag van zijn aandelen, met inachtneming van de beperkingen volgens de wet.
3. Een gelijk voorkeursrecht hebben de aandeelhouders bij het verlenen van rechten tot het nemen van aandelen.
4. Het voorkeursrecht kan, telkens voor een enkele uitgifte, worden beperkt of uitgesloten door het tot uitgifte bevoegde orgaan.

Artikel 8. Storting op aandelen.

1. Bij uitgifte van elk aandeel moet daarop het gehele nominale bedrag worden gestort.
2. Storting op een aandeel moet in geld geschieden voor zover niet een andere inbreng is overeengekomen. Storting in vreemd geld kan slechts geschieden met toestemming van de vennootschap.

Artikel 9. Eigen aandelen.

1. De vennootschap kan bij uitgifte van aandelen geen eigen aandelen nemen.

2. De vennootschap mag met inachtneming van het dienaangaande in de wet bepaalde volgestorte eigen aandelen of certificaten daarvan verkrijgen, tot het door de wet toegestane maximum.
3. Leningen met het oog op het nemen of verkrijgen van aandelen in haar kapitaal of certificaten daarvan, mag de vennootschap verstrekken doch slechts tot ten hoogste het bedrag van de uitkeerbare reserves.
4. Vervreemding van door de vennootschap gehouden eigen aandelen of certificaten daarvan geschiedt ingevolge een besluit van de algemene vergadering met inachtneming van het bepaalde in de blokkeringsregeling.
5. Voor een aandeel dat toebehoort aan de vennootschap of aan een dochtermaatschappij daarvan kan in de algemene vergadering geen stem worden uitgebracht; evenmin voor een aandeel waarvan een hunner de certificaten houdt.

HOOFDSTUK V.

Levering van aandelen. Beperkte rechten.

Uitgifte van certificaten.

Artikel 10. Levering van aandelen. Aandeelhoudersrechten.

Vruchtgebruik. Pandrecht. Uitgifte van certificaten.

1. Voor de levering van een aandeel of de levering van een beperkt recht daarop is vereist een daartoe bestemde ten overstaan van een in Nederland standplaats hebbende notaris verleenden akte waarbij de betrokkenen partij zijn.
2. Behoudens in het geval dat de vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat de vennootschap de rechtshandeling heeft erkend of de akte aan haar is betekend overeenkomstig het in de wet daaromtrent bepaalde.
3. Bij vestiging van een vruchtgebruik of een pandrecht op een aandeel kan het stemrecht aan de vruchtgebruiker of de pandhouder worden toegekend.
4. De vennootschap verleent geen medewerking aan de uitgifte van certificaten van haar aandelen.

HOOFDSTUK VI.

Blokkeringsregeling.

Artikel 11.

1. Een aandeelhouder die één of meer aandelen wenst te vervreemden, is verplicht die aandelen eerst overeenkomstig het hierna in dit artikel bepaalde te koop aan te bieden aan zijn mede-aandeelhouders. Deze aanbiedingsverplichting geldt niet, indien alle aandeelhouders schriftelijk hun goedkeuring aan de betreffende vervreemding hebben gegeven, welke goedkeuring slechts voor een periode van drie maanden geldig is. Evenmin geldt deze aanbiedingsverplichting in het geval de aandeelhouder krachtens de wet tot overdracht van zijn aandelen aan een eerdere aandeelhouder verplicht is.
2. De prijs waarvoor de aandelen door de andere aandeelhouders kunnen worden overgenomen, wordt vastgesteld door de aanbieder en zijn mede-aandeelhouders. Indien zij niet tot overeenstemming komen, wordt de prijs vastgesteld door een onafhankelijke deskundige, op verzoek van de meest gereede partij te benoemen door de voorzitter van de Kamer van Koophandel en Fabrieken binnen wier ressort de vennootschap statutair is gevestigd, tenzij partijen onderling overeenstemming over de deskundige bereiken. De in de vorige volzin bedoelde deskundige is gerechtigd tot inzage van alle boeken en

bescheiden van de vennootschap en tot het verkrijgen van alle inlichtingen waarvan kennisneming voor zijn prijsvaststelling dienstig is.

3. Indien de mede-aandeelhouders tezamen op meer aandelen reflecteren dan zijn aangeboden, zullen de aangeboden aandelen tussen hen worden verdeeld zoveel mogelijk naar evenredigheid van het aandelenbezit van de gegadigden. Niemand kan ingevolge deze regeling meer aandelen verkrijgen dan waarop hij heeft gereflecteerd.
4. De aanbieder blijft bevoegd zijn aanbod in te trekken, mits dit geschiedt binnen een maand nadat hem bekend is aan welke gegadigden hij al de aandelen waarop het aanbod betrekking heeft, kan verkopen en tegen welke prijs.
5. Indien vaststaat dat de mede-aandeelhouders het aanbod niet aanvaarden of dat niet al de aandelen waarop het aanbod betrekking heeft tegen contante betaling worden gekocht, zal de aanbieder de aandelen binnen drie maanden na die vaststelling vrijelijk mogen overdragen.
6. De vennootschap zelf als houdster van aandelen in haar kapitaal, kan slechts met instemming van de aanbieder gegadigde zijn voor de aangeboden aandelen.
7. Ingeval van surseance van betaling, faillissement of ondercuratelestelling van een aandeelhouder en ingeval van instelling van een bewind door de rechter over het vermogen van een aandeelhouder dan wel diens aandelen in de vennootschap, of ingeval van overlijden van een aandeelhouder-natuurlijk persoon, moeten de aandelen van de betreffende aandeelhouder worden aangeboden met inachtneming van het hiervoor bepaalde, binnen drie maanden na het plaatsvinden van de betreffende gebeurtenis. Indien aldan op alle aangeboden aandelen wordt gereflecteerd, kan het aanbod niet worden ingetrokken.

HOOFDSTUK VII.

Bestuur.

Artikel 12. Directie.

Het bestuur van de vennootschap wordt gevormd door een directie bestaande uit één of meer directeuren.

Artikel 13. Benoeming, schorsing en ontslag, bezoldiging.

1. De directeuren worden benoemd door de algemene vergadering.
2. Iedere directeur kan te allen tijde door de algemene vergadering worden geschorst en ontzet.
3. De bezoldiging en de verdere arbeidsvoorwaarden van iedere directeur worden vastgesteld door de algemene vergadering.

Artikel 14. Bestuursstaak. Besluitvorming. Taakverdeling.

1. Behouden de beperkingen volgens de statuten is de directie belast met het besturen van de vennootschap.
2. De directie kan een reglement vaststellen waarbij regels worden gegeven omtrent de besluitvorming van de directie.
3. Besluiten van de directie kunnen in plaats van in een vergadering ook bij geschrift worden genomen, mits met algemene stemmen van alle in functie zijnde directeuren. Onder geschrift wordt verstaan elk via gangbare communicatiekanalen overgebracht en op schrift ontvangen bericht.
4. De directie kan bij een taakverdeling bepalen met welke taak iedere directeur meer in het bijzonder zal zijn belast.

Artikel 15. Vertegenwoordiging.

1. De directie is bevoegd de vennootschap te vertegenwoordigen. De bevoegdheid tot vertegenwoordiging komt mede toe aan twee directeuren gezamenlijk handelend.
2. De directie kan functionarissen met algemene of beperkte vertegenwoordigingsbevoegdheid aanstellen. Elk hunner vertegenwoordigt de vennootschap met inachtneming van de begrenzing aan zijn bevoegdheid gesteld. Hun titulatuur wordt door de directie bepaald.
3. In geval van een tegenstrijdig belang tussen de vennootschap en een directeur wordt de vennootschap vertegenwoordigd door één van de overige directeuren. De algemene vergadering is steeds bevoegd één of meer andere personen daartoe aan te wijzen. Indien het een tegenstrijdig belang betreft tussen de vennootschap en alle directeuren of de enige directeur wordt de vennootschap vertegenwoordigd door één of meer door de algemene vergadering aan te wijzen personen.
4. Ongeacht of er sprake is van een tegenstrijdig belang worden rechtshandelingen van de vennootschap jegens de houder van alle aandelen of jegens een deelgenoot in enige huwelijksgemeenschap waartoe alle aandelen behoren, waarbij de vennootschap wordt vertegenwoordigd door deze aandeelhouder of door één van de deelgenoten, schriftelijk vastgelegd. Voor de toepassing van de vorige zin worden aandelen gehouden door de vennootschap of haar dochtermaatschappijen niet meegeteld.
5. Lid 4 is niet van toepassing op rechtshandelingen die onder de bedongen voorwaarden tot de gewone bedrijfsuitoefening van de vennootschap behoren.

Artikel 16. Goedkeuring van besluiten van de directie.

1. De algemene vergadering is bevoegd besluiten van de directie aan haar goedkeuring te onderwerpen. Deze besluiten dienen duidelijk omschreven te worden en schriftelijk aan de directie medegedeeld te worden.
2. Het ontbreken van een goedkeuring als bedoeld in lid 1 van dit artikel tast de vertegenwoordigingsbevoegdheid van de directie of directeuren niet aan.

Artikel 17. Ontstentenis of belet.

In geval van ontstentenis of belet van een directeur zijn de andere directeuren of is de andere directeur tijdelijk met het bestuur van de vennootschap belast. In geval van ontstentenis of belet van alle directeuren of van de enige directeur is de persoon die daartoe door de algemene vergadering wordt benoemd, tijdelijk met het bestuur van de vennootschap belast.

HOOFDSTUK VIII.

Jaarrekening. Winst.

Artikel 18. Boekjaar. Opmaken jaarrekening. Accountant.

1. Het boekjaar valt samen met het kalenderjaar.
2. Jaarlijks binnen vijf maanden na afloop van het boekjaar, behoudens verlenging van deze termijn met ten hoogste zes maanden door de algemene vergadering op grond van bijzondere omstandigheden, maakt de directie een jaarrekening op.
3. De jaarrekening wordt ondertekend door de directeuren; ontbreekt de ondertekening van één of meer hunner, dan wordt daarvan onder opgave van reden melding gemaakt.
4. De vennootschap kan, en indien daartoe wettelijk verplicht zal, aan een accountant de opdracht verlenen tot onderzoek van de jaarrekening.

Artikel 19. Vaststelling jaarrekening. Decharge. Openbaarmaking.

1. De algemene vergadering stelt de jaarrekening vast. Vaststelling van de jaarrekening strekt niet tot decharge van een directeur. De algemene vergadering kan bij afzonderlijk besluit decharge verlenen aan een directeur.
2. De vennootschap is verplicht tot openbaarmaking van haar jaarrekening binnen acht dagen na de vaststelling daarvan, tenzij een wettelijke vrijstelling van toepassing is.

Artikel 20. Winst.

1. De winst staat ter beschikking van de algemene vergadering.
2. Uitkeringen kunnen slechts plaats hebben tot ten hoogste het uitkeerbare deel van het eigen vermogen.
3. Uitkering van winst geschiedt na de vaststelling van de jaarrekening waaruit blijkt dat zij geoorloofd is.
4. De directie kan, met inachtneming van het dienaangaande in lid 2 bepaalde, besluiten tot uitkering van interim-dividend.
5. De algemene vergadering kan, met inachtneming van het dienaangaande in lid 2 bepaalde besluiten tot uitkeringen ten laste van een reserve.
6. De vordering van de aandeelhouder tot uitkering verjaart door een tijdsverloop van vijf jaren.

HOOFDSTUK IX.

Algemene vergaderingen van aandeelhouders.

Artikel 21. Jaarvergadering en andere vergaderingen.

Oproeping.

1. Jaarlyks binnen zes maanden na afloop van het boekjaar, wordt de jaarvergadering gehouden bestemd tot de behandeling en vaststelling van de jaarrekening.
2. Andere algemene vergaderingen van aandeelhouders worden gehouden zo dikwijls de directie zulks nodig acht.
3. De algemene vergaderingen van aandeelhouders worden door de directie bijeengeroepen door middel van brieven aan de adressen van de aandeelhouders volgens het register van aandeelhouders.
4. De oproeping geschiedt niet later dan op de vijftiende dag voor die van de vergadering.
5. De algemene vergaderingen van aandeelhouders worden gehouden in de gemeente waar de vennootschap volgens de statuten haar zetel heeft.
6. De algemene vergadering voorziet zelf in haar voorzitterschap. Tot dat ogenblik wordt het voorzitterschap waargenomen door een directeur of bij gebreke daarvan door de in leeftijd oudste ter vergadering aanwezige persoon.
7. De directeuren hebben als zodanig in de algemene vergadering van aandeelhouders een raadgevende stem.

Artikel 22. Het gehele geplaatste kapitaal is vertegenwoordigd. Aantekeningen.

1. Zolang in een algemene vergadering van aandeelhouders het gehele geplaatste kapitaal is vertegenwoordigd, kunnen geldige besluiten worden genomen over alle aan de orde komende onderwerpen, mits met algemene stemmen, ook al zijn de door de wet of de statuten gegeven voorschriften voor het oproepen en houden van vergaderingen niet in acht genomen.
2. De directie houdt van de genomen besluiten aantekening. Indien de directie niet ter vergadering is vertegenwoordigd wordt door of namens de voorzitter van de vergadering een afschrift van de genomen besluiten zo spoedig mogelijk na de vergadering aan de

directie verstrekt. De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders. Aan ieder van dezen wordt desgevraagd een afschrift of uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs.

Artikel 23. Stemmingen.

1. Ieder aandeel geeft recht op één stem.
2. De vergaderrechten kunnen worden uitgeoefend bij een schriftelijk gevolmachtigde.
3. Voor zover de wet geen grotere meerderheid voorschrijft worden alle besluiten genomen met volstrekte meerderheid van de uitgebrachte stemmen.
4. Staken de stemmen dan is het voorstel verworpen.

Artikel 24. Besluitvorming buiten vergadering.

Aantekeningen.

1. Besluiten van aandeelhouders kunnen in plaats van in algemene vergaderingen van aandeelhouders ook schriftelijk worden genomen, mits met algemene stemmen van alle stemgerechtigde aandeelhouders. Het bepaalde in artikel 14 lid 3, tweede volzin, is van overeenkomstige toepassing.
2. Op besluitvorming buiten vergadering als bedoeld in het vorige lid is het bepaalde in artikel 21 lid 7 van overeenkomstige toepassing.
3. De directie houdt van de aldus genomen besluiten aantekening. Ieder van de aandeelhouders is verplicht er voor zorg te dragen dat de conform lid 1 genomen besluiten zo spoedig mogelijk schriftelijk ter kennis van de directie worden gebracht. De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders. Aan ieder van dezen wordt desgevraagd een afschrift of een uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs.

HOOFDSTUK X.

Statutenwijziging en ontbinding. Vereffening.

Artikel 25. Statutenwijziging en ontbinding.

Wanneer aan de algemene vergadering een voorstel tot statutenwijziging of tot ontbinding van de vennootschap wordt gedaan, moet zulks steeds bij de oproeping tot de algemene vergadering van aandeelhouders worden vermeld, en moet, indien het een statutenwijziging betreft, tegelijkertijd een afschrift van het voorstel waarin de voorgedragen wijziging woordelijk is opgenomen, ten kantore van de vennootschap ter inzage worden gelegd voor aandeelhouders tot de afloop van de vergadering.

Artikel 26. Vereffening.

1. In geval van ontbinding van de vennootschap krachtens besluit van de algemene vergadering zijn de directeuren belast met de vereffening van de zaken van de vennootschap.
2. Gedurende de vereffening blijven de bepalingen van de statuten voor zover mogelijk van kracht.
3. Hetgeen na voldoening van de schulden is overgebleven wordt overgedragen aan de aandeelhouders naar evenredigheid van het gezamenlijk bedrag van ieders aandelen.
4. Op de vereffening zijn voorts de bepalingen van Titel 1, Boek 2 van het Burgerlijk Wetboek van toepassing.

Slotbepaling.

Artikel 27.

Het eerste boekjaar van de vennootschap loopt tot en met een en dertig december tweeduizend ze

* * * * *

St. Christophers (Amsterdam) B.V.

Amsterdam

Report on the annual accounts
1 April 2016 until 31 March 2017

11 I hereby certify these to be
a true copy of the originals



WILLE KRUELS

Director of St Christophers Amsterdam BV

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To the Directors of
St. Christophers (Amsterdam) B.V.
Attended to:

Amsterdam, 13 September 2018

Dear Directors,

1.1 SCOPE OF ENGAGEMENT

In accordance with your instructions we have compiled the annual accounts 1 April 2016 until 31 March 2017 of St. Christophers (Amsterdam) B.V., including the balance sheet with counts of € 11.388.615 and the profit and loss account with a post-tax profit of € 416.035.

1.2 ACCOUNTANT'S COMPILATION REPORT

The financial statements of St. Christophers (Amsterdam) B.V., Amsterdam, have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 March 2017 and the profit and loss account for the year then ended with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

This compilation engagement has been performed by us in accordance with Dutch law, including the Dutch Standard 4410, 'Compilation engagements', which is applicable to accountants. The standard requires us to assist you in the preparation and presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. To this end we have applied our professional expertise in accounting and financial reporting.

In a compilation engagement, you are responsible for ensuring that you provide us with all relevant information and that this information is correct. Therefore, we have conducted our work, in accordance with the applicable regulations, on the assumption that you have fulfilled your responsibility. To conclude our work, we have read the financial statements as a whole to consider whether the financial statements as presented correspond with our understanding of St. Christophers (Amsterdam) B.V.

During this engagement we have complied with the relevant ethical requirements prescribed by the 'Verordening Gedrags- en Beroepsregels Accountants' (VGBA). You and other users of these financial statements may therefore assume that we have conducted the engagement in a professional, competent and objective manner and with due care and integrity and that we will treat all information provided to us as confidential.

1.3 FISCAL POSITION

Calculation taxable amount

The taxable amount for the current financial year has been calculated as follows:

	<u>2016 / 2017</u>
	€
Result of ordinary activities before taxation	(201.527)
Share in result of participations	777.310
Result before taxation	<u>575.783</u>

Partially deductible amounts

Application lump sum	4.500
	<u>580.283</u>
Participation exemption	(777.310)
Taxable amount	<u>(197.027)</u>

Amsterdam, 13 September 2018

Londen & Van Holland
Registeraccountants en Belastingadviseurs



M. Ketelaars AA

2.1 MANAGEMENT BOARD'S REPORT

In accordance with article 2:396 paragraph 7 of the Dutch Civil Code, the directors' report is not compiled.

3.1 BALANCE SHEET AS AT 31 MARCH 2017

(After appropriation of result)

ASSETS

		31-03-2017		31-03-2016	
		€	€	€	€
Fixed assets					
Financial fixed assets	1		11.209.869		10.469.398
Current assets					
Receivables					
Taxes and social security charges	2	85.630		75.638	
Current account shareholders	3	-		289.228	
Other receivables, prepayments and accrued income	4	89.661		-	
			175.291		364.866
Cash and cash equivalents	5		3.455		3.513
			<u>11.388.615</u>		<u>10.837.777</u>

LIABILITIES

		31-03-2017		31-03-2016	
		€	€	€	€
Shareholders' equity	6				
Issued share capital		18.000		18.000	
Share premium		2.136.754		2.136.754	
Other reserves		1.634.685		1.218.650	
			3.789.439		3.373.404
Provisions					
Deferred tax liabilities	7		1.499.182		1.499.182
Current liabilities, accruals and deferred income					
Subordinated loans	8	933.272		1.013.360	
Liabilities to group companies	9	4.581.848		4.779.297	
Taxes and social security charges	10	-		159.619	
Other liabilities and accrued expenses	11	584.874		12.915	
			6.099.994		5.965.191
			<u>11.388.615</u>		<u>10.837.777</u>

3.2 PROFIT AND LOSS ACCOUNT FOR THE PERIOD 01-04-2016 UNTIL 31-03-2017

		2016 / 2017		2015 / 2016	
		€	€	€	€
Other operating expenses	12		67.322		219.296
Operating result			(67.322)		(219.296)
Financial income and expense	13		(134.205)		(159.953)
Result of ordinary activities before taxation			(201.527)		(379.249)
Taxation			(159.748)		139.158
			(361.275)		(240.091)
Share in result of participations	14		777.310		780.059
Net result after taxes			416.035		539.968

3.3 NOTES TO THE FINANCIAL STATEMENTS

ENTITY INFORMATION

Registered address and registration number trade register

The registered and actual address of St. Christophers (Amsterdam) B.V. is Warmoesstraat 129, 1012 JA in Amsterdam. St. Christophers (Amsterdam) B.V. is registered at the trade register under number 34234944.

GENERAL NOTES

Description of the most important activities of the entity

The activities of St. Christophers (Amsterdam) B.V. consist mainly of ownership and control of hotels, hostels and bars.

Estimates

In applying the principles and policies for drawing up the financial statements, the directors of St. Christophers (Amsterdam) B.V. make different estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide the transparency required under Book 2, article 362, paragraph 1, the nature of these estimates and judgments, including related assumptions, is disclosed in the notes to the relevant financial statement item.

GENERAL ACCOUNTING PRINCIPLES

Foreign currency translation

Items included in the financial statements of St. Christophers (Amsterdam) B.V. are valued with due regard for the currency in the economic environment in which the corporation carries out most of its activities (the functional currency). The financial statements are denominated in euros; this is both the functional currency and presentation currency of St. Christophers (Amsterdam) B.V.

Leases

Operating leases

The corporation has lease contracts whereby a large part of the risks and rewards associated with ownership are not for the benefit of or incurred by the corporation. The lease contracts are recognised as operational leasing. Lease payments are recorded on a straight-line basis, taking into account reimbursements received from the lessor, in the profit and loss account for the duration of the contract.

ACCOUNTING POLICIES FOR THE BALANCE SHEET

Financial assets

Participations, over which significant influence can be exercised, are valued according to the net asset value method. In the event that 20% or more of the voting rights can be exercised, it may be assumed that there is significant influence.

The net asset value is calculated in accordance with the accounting principles that apply for these financial statements; with regard to participations in which insufficient data is available for adopting these principles, the valuation principles of the respective participation are applied.

In the event of an impairment loss, valuation takes place at the recoverable amount; an impairment is recognised and charged to the profit and loss account.

Receivables recognised under financial fixed assets are initially valued at the fair value less transaction costs. These receivables are subsequently valued at amortised cost price, which is, in general, equal to the nominal value. For determining the value, any depreciation is taken into account.

Impairment of non-current assets

On each balance sheet date, St. Christophers (Amsterdam) B.V. assesses whether there are any indications that a fixed asset may be subject to impairment. If there are such indications, the recoverable amount of the asset is determined. If it is not possible to determine the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined. An impairment occurs when the carrying amount of an asset is higher than the recoverable amount; the recoverable amount is the higher of the realisable value and the value in use.

An impairment loss is directly recognised in the profit and loss account while the carrying amount of the asset concerned is concurrently reduced.

The realisable value is initially based on a binding sale agreement; if there is no such agreement, the realisable value is determined based on the active market, whereby usually the prevailing bid price is taken as market price. For the determination of the value in use, an estimate is made of the future net cash flows in the event of continued use of the asset / cash-generating unit; these cash flows are discounted.

If it is established that an impairment that was recognised in the past no longer exists or has reduced, the increased carrying amount of the asset concerned is set no higher than the carrying amount that would have been determined if no impairment value adjustment for the asset concerned had been reported.

Receivables

Receivables are initially valued at the fair value of the consideration to be received, including transaction costs if material. Receivables are subsequently valued at the amortised cost price. If there is no premium or discount and there are no transaction costs, the amortised cost price equals the nominal value of the accounts receivable. Provisions for bad debts are deducted from the carrying amount of the receivable.

Cash and cash equivalents

Cash at banks and in hand represent cash in hand, bank balances and deposits with terms of less than twelve months. Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities. Cash at banks and in hand is valued at nominal value.

Provisions

Provisions are measured at the best estimate of the amount that is necessary to settle the obligation as per the balance sheet date. Provisions for pension are valued on the basis of actuarial principles. The other provisions are carried at the nominal value of the expenditure that is expected to be necessary in order to settle the obligation, unless stated otherwise.

If obligations are expected to be reimbursed by a third party, such reimbursement is included as an asset in the balance sheet if it is probable that such reimbursement will be received when the obligation is settled.

Provision for tax liabilities

Deferred tax liabilities are recognised for temporary differences between the value of the assets and liabilities under tax regulations on the one hand and the book values applied in these financial statements on the other. The computation of the deferred tax liabilities is based on the tax rates prevailing at the end of the reporting year or the rates applicable in future years, to the extent that they have already been enacted by law.

Deferred tax balances are valued at nominal value.

Non-current liabilities

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. If there is no premium / discount or if there are no transaction costs, the amortised cost price is the same as the nominal value of the debt.

The difference between stated book value and the mature redemption value is accounted for as interest cost in the profit and loss account on the basis of the effective interest rate during the estimated term of the long-term debts.

Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

ACCOUNTING POLICIES FOR THE INCOME STATEMENT

Accounting principles for determining the result

The result is the difference between the realisable value of the goods/services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realised.

Other operating expenses

Costs are determined on a historical basis and are attributed to the reporting year to which they relate.

Financial income and expenses

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

Exchange differences that arise from the settlement or translation of monetary items are recorded in the profit and loss account in the period in which they occur, unless hedge-accounting is applied.

Income tax expense

Tax on the result is calculated based on the result before tax in the profit and loss account, taking account of the losses available for set-off from previous financial years and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

3.4 NOTES TO THE BALANCE SHEET AS AT 31 MARCH 2017

FIXED ASSETS

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
1 Financial fixed assets		
Participations in group companies	9.231.093	8.453.783
Other receivables	1.978.776	2.015.615
	<u>11.209.869</u>	<u>10.469.398</u>
	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
Participations in group companies		
Hotel Winston B.V	8.887.295	8.032.852
Winston Kingdom B.V	343.798	420.931
	<u>9.231.093</u>	<u>8.453.783</u>
	<u>2016 / 2017</u>	<u>2015 / 2016</u>
	€	€
Hotel Winston B.V		
Book value as at 1 April	8.032.852	7.217.919
Profit/(Loss)	854.443	814.933
	<u>8.887.295</u>	<u>8.032.852</u>
	<u>2016 / 2017</u>	<u>2015 / 2016</u>
	€	€
Winston Kingdom B.V		
Book value as at 1 April	420.931	455.806
Profit/(Loss)	(77.133)	(34.875)
	<u>343.798</u>	<u>420.931</u>

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
Other receivables		
St. Christophers Inns Ltd.	1.292.101	1.328.940
Rent deposit	686.675	686.675
	<u>1.978.776</u>	<u>2.015.615</u>

The loan to St. Christophers Inns Ltd. amounts to GBP 800,000. There is 8% interest calculated, no redemption scheme and no securities have been agreed (1 April 2015 until 31 March 2016: idem).

CURRENT ASSETS

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
2 Taxes and social security charges		
Value added tax	9.380	-
Company income tax	76.250	75.638
	<u>85.630</u>	<u>75.638</u>

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
3 Current account shareholders		
Beds & Bars Ltd.	-	289.228

4 Other receivables, prepayments and accrued income

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
Guarantee deposit	84.360	-
Prepaid various	5.301	-
	<u>89.661</u>	<u>-</u>

5 Cash and cash equivalents

	<u>31-03-2017</u>	<u>31-03-2016</u>
	€	€
ING Bank N.V.	3.455	3.513

The company has free disposal of all the cash and cash equivalents.

6 Shareholders' equity

Movements in equity were as follows:

	Issued share capital	Share premium	Other reserves	Total
	€	€	€	€
Balance as at 1 April 2016	18.000	2.136.754	1.218.650	3.373.404
Appropriation of result	-	-	416.035	416.035
Balance as at 31 March 2017	18.000	2.136.754	1.634.685	3.789.439

PROVISIONS

7 Deferred tax liabilities

	2016 / 2017	2015 / 2016
	€	€
Balance as at 1 April	1.499.182	1.562.285
Allocation	-	(63.103)
Balance as at 31 March	1.499.182	1.499.182

LONG-TERM LIABILITIES

	2016 / 2017	2015 / 2016
	€	€
Yaser Martini loan		
Balance as at 1 April	1.013.360	1.093.584
Currency translation differences	(80.088)	(80.224)
Current portion	(933.272)	(1.013.360)
Balance as at 31 March	-	-

This is the loan of GBP 800,000 until 28 March 2017. Repayment is necessary by maturity date. The interest rate is 8%.

CURRENT LIABILITIES, ACCRUALS AND DEFERRED INCOME

	<u>31-03-2017</u> €	<u>31-03-2016</u> €
8 Subordinated loans		
Current portion Yaser Martini loan	933.272	1.013.360
9 Liabilities to group companies		
Winston Kingdom B.V.	987.565	834.551
Hotel Winston B.V.	3.594.283	3.944.746
	<u>4.581.848</u>	<u>4.779.297</u>
10 Taxes and social security charges		
Value added tax	-	159.619
11 Other liabilities and accrued expenses		
Current account shareholders	565.323	-
Accruals audit fee	12.450	8.665
Other accruals	7.101	4.250
	<u>584.874</u>	<u>12.915</u>
Current account shareholders		
Beds and Bars Ltd.	565.323	-

There is 4% interest calculated, no redemption scheme and no securities have been agreed (1 April 2015 until 31 March 2016: idem).

CONTINGENT ASSETS AND LIABILITIES

The off-balance sheet liabilities relating to the fiscal unity

St. Christophers (Amsterdam) B.V. is head of the fiscal unity for value added tax purposes with the following companies:

- Winston Kingdom B.V.;
- Hotel Winston B.V.

The value added tax is calculated as if the company is liable for tax separately and is settled in intercompany.

3.5
NOTES TO THE PROFIT AND LOSS ACCOUNT FOR THE PERIOD 01-04-2016 UNTIL 31-03-2017

	<u>2016 / 2017</u>	<u>2015 / 2016</u>
	€	€
12 OTHER OPERATING EXPENSES		
Housing expenses	12.400	13.359
General expenses	54.922	205.937
	<u>67.322</u>	<u>219.296</u>
Housing expenses		
Fixed charges real estate	10.000	7.059
Maintenance costs	2.400	6.300
	<u>12.400</u>	<u>13.359</u>
General expenses		
Currency translation differences	31.593	183.123
Accounting costs	18.801	19.775
Litigation expenses	4.470	2.980
Bank expenses	58	59
	<u>54.922</u>	<u>205.937</u>

	<u>2016 / 2017</u>	<u>2015 / 2016</u>
	€	€
13 FINANCIAL INCOME AND EXPENSE		
Other interest and similar income	122.843	131.456
Interest and similar expenses	(257.048)	(291.409)
	<u>(134.205)</u>	<u>(159.953)</u>
Other interest and similar income		
Interest current account shareholders	48.001	45.054
Interest other receivables	74.842	86.402
	<u>122.843</u>	<u>131.456</u>
Interest current account shareholders Beds and Bars Ltd.	48.001	45.054
Interest other receivables St. Christopher Inns Ltd.	74.842	86.402
Interest and similar expenses		
Interest liabilities to group companies	180.808	205.007
Other interest expenses	76.240	86.402
	<u>257.048</u>	<u>291.409</u>
Interest liabilities to group companies Hotel Winston B.V. Winston Kingdom B.V.	145.080 35.728	172.814 32.193
	<u>180.808</u>	<u>205.007</u>
Other interest expenses Interest subordinated loan Yaser Martini	76.240	86.402

14 SHARE IN RESULT OF PARTICIPATIONS

Share in result of Hotel Winston B.V.	854.443	814.937
Share in result of Winston Kingdom B.V.	(77.133)	(34.878)
	<hr/>	<hr/>
	777.310	780.059
	<hr/>	<hr/>

Amsterdam, 13 September 2018
St. Christophers (Amsterdam) B.V.

Director



FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC035937

UK Establishment No. BR021023

The Registrar of Companies hereby certifies that

ST. CHRISTOPHERS (AMSTERDAM) UK

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **5th February 2019**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES