



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **9316828**

The Registrar of Companies for England and Wales, hereby certifies that

**BNY MELLON CSD NOMINEES LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on **18th November 2014**



**\*N09316828O\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

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  
private or public company

☐ **What this form is NO**  
You cannot use this for  
a limited liability partn.  
this, please use form LL

TU THURSDAY



\*R3KKQ1VV\*  
RC2 13/11/2014 #10  
COMPANIES HOUSE  
\*A3JYHM0W\*  
A07 04/11/2014 #321  
COMPANIES HOUSE

**Part 1 Company details**

**A1 Company name**

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full **1** BNY Mellon CSD Nominees Limited ☒

For official use 9 3 1 6 8 2 8

**→ Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

**1 Duplicate names**  
Duplicate names are not permitted  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance booklet GP1 at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A2 Company name restrictions <sup>2</sup>**

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

**2 Company name restrictions**  
A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' <sup>3</sup>**

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

**3 Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible  
to apply for this. For more details,  
please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A4 Company type <sup>4</sup>**

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

☐ Public limited by shares  
☒ Private limited by shares ☒  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

**4 Company type**  
If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Application to register a company

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## Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

## ① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

## Registered office address ①

Please give the registered office address of your company

Building name/number

160

Street

Queen Victoria Street

Post town

London

County/Region

Postcode

E C 4 V 4 L A

## ① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

## Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A8

## Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

## ① Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Application to register a company

## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

## Secretary

**B1**

### Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation  
For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

#### ① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

#### Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years  
Married women do not need to give former names unless previously used for business purposes

**B2**

### Secretary's service address 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 state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

**B3**

### Signature ①

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature X	X
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#### ① Signature

The person named above consents to act as secretary of the proposed company

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Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments</b>		<b>Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> 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 secretary appointments taken on formation		
Name of corporate body/firm	BNY Mellon Secretaries (UK) Limited		
Building name/number	160		
Street	Queen Victoria Street		
Post town	London		
County/Region			
Postcode	E C 4 V 4 L A		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>		
<b>C3</b>	<b>EEA companies</b>		<b>EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  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	England & Wales		
Registration number	04115131		
<b>C4</b>	<b>Non-EEA companies</b>		<b>Non-EEA</b> 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			
Registration number			
<b>C5</b>	<b>Signature</b>		<b>Signature</b> The person named above consents to act as corporate secretary of the proposed company.
	I consent to act as secretary of the proposed company named in <b>Section A1</b>		
Signature	Signature X <i>Aladi</i> X FOR AND ON BEHALF OF BNY MELLON SECRETARIES (UK) LIMITED		

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Application to register a company

**Director****D1****Director appointments ①**Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	Christopher Howard
Surname	Prior-Willeard
Former name(s) ②	
Country/State of residence ③	x United Kingdom
Nationality	x British
Date of birth	x 07 03 1956 x
Business occupation (if any) ④	Bank Employee

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ Business occupation**

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

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	160
Street	Queen Victoria Street
Post town	London
County/Region	
Postcode	E C 4 V 4 L A
Country	United Kingdom

**⑤ Service address**

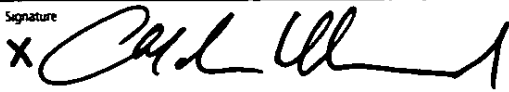
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3****Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature x  x
-----------	--


**⑥ Signature**

The person named above consents to act as director of the proposed company.

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments ①</b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p><b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title*	Mr		
Full forename(s)	Robert		
Surname	Head		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	X British		
Date of birth	d 1 0 m 0 4 y 1 9 5 3		
Business occupation (if any) ④	Product Manager, BNY Mellon CSD		
<b>D2</b>	<b>Director's service address ⑤</b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode	[ ][ ][ ][ ][ ][ ][ ][ ]		
Country			
<b>D3</b>	<b>Signature ⑥</b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>		

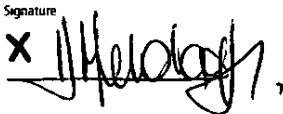
# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments ①</b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>		
Title*	Ms		
Full forename(s)	An		
Surname	Mestdagh		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	BELGIAN		
Date of birth	07 06 1966		
Business occupation (if any) ④	COMPANY DIRECTOR		

<b>D2</b>	<b>Director's service address ⑤</b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	The Company's registered office		
Street			
Post town			
County/Region			
Postcode			
Country			

<b>D3</b>	<b>Signature ⑥</b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1		
Signature	<p>Signature</p> <p>X  X</p>		



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Application to register a company

## Corporate director

<b>E1</b>	<b>Corporate director appointments</b> <sup>①</sup>		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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 taken on formation		
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			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies</b> <sup>②</sup>		
	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 <sup>③</sup>			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		
	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 <sup>④</sup>			
If applicable, the registration number			
<b>E5</b>	<b>Signature</b> <sup>⑤</sup>		
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature <div style="display: flex; justify-content: space-between;"> <span>X</span> <span>X</span> </div>		
	<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company		

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**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary Shares of £1 each	1 00	0 00	100	£ 100 00
				£
				£
				£
<b>Totals</b>			100	£ 100 00

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 100

Total aggregate nominal value ③ £100 00

③ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class.

**Continuation Pages**  
Please use a Statement of Capital continuation  
page if necessary

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## Application to register a company

**F4**

### Statement of capital (Prescribed particulars of rights attached to shares)

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	
Class of share	Ordinary Shares of £1 each	
Prescribed particulars ①	Each share is entitled to one vote. Each share is entitled <i>pari passu</i> to any distribution of dividends. Each share is entitled <i>pari passu</i> to participate in distribution ensuing from a winding up of the Company.	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name BNY Mellon CSD S A	Ordinary	100	Pound Sterling	1 00	0 00	100
Address 46 Rue Montoyer Brussels B-1000 Belgium						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**① Name**

Please use capital letters.

**② Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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## Application to register a company

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

#### ① Name

Please use capital letters.

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

**Part 5**

**Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

**H1**

**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X

*Paul*

X

Subscriber's signature

Signature

X

*[Signature]*

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X



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Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name											
Building name/number											
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><td></td><td></td> </tr> </table>										
Country											
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with										
Agent's signature	Signature X										

X

IN01

Application to register a company



**Presenter information**

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

Contact name Evelyn Akadiri

Company name BNY Mellon Secretaries (UK) Limited

Address 160 Queen Victoria Street

Post town London

County/Region

Postcode EC4V 4LA

Country

DX

Telephone 0207 163 5497



**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☒ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ 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
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ 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.



**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



**Where to send**

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

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

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

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

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

SCHEDULE 1

Regulation 2(a)

COMPANY HAVING A SHARE CAPITAL

Memorandum of association  
of

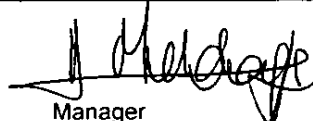
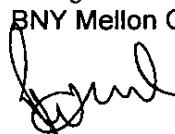
BNY Mellon CSD Nominees Limited

The subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agree to become a member of the company and to take at least one share

Name of subscriber

Authentication by subscriber

BNY Mellon CSD SA/NV

  
Manager  
BNY Mellon CSD SA/NV  
  
Manager  
BNY Mellon CSD SA/NV

Dated 30.10.2014

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**BNY MELLON CSD NOMINEES LIMITED**

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**BNY MELLON CSD NOMINEES LIMITED**

**PRELIMINARY**

1. The model articles for private companies limited by shares set out in Schedule 1 of the Companies (Model Articles) Regulations 2008 (as in force at the date of the adoption of the Articles) (**'the Model Articles'**), as amended and expanded by the following articles, together constitute the articles of association of the Company (**'the Articles'**). Where the wording of any article of the model Articles is set out in this document, whether with or without amendment, the wording of the Articles as set out in this document shall have effect.
2. For the avoidance of doubt, references in the Articles –
  - (a) to a numbered Article are to a numbered Article as set out in this document; and
  - (b) to a numbered article of the Model Articles are to the article as numbered in the Model Articles
- 3 In the Articles, unless the context otherwise requires, a reference to the **'Public Company Articles'** means a reference to the model articles of association for Public Companies contained in Schedule 3 of the Companies (Model Articles) Regulations 2008 and references to a numbered article of the Public Company Articles are to the article as numbered in the Public Company Articles immediately upon the coming into force of the Companies (Model Articles) Regulations 2008
- 4 Articles 14 and 15 of the Model Articles shall not apply to the Company.
5. A reference in the Articles to the exercise of a power or the taking of a decision by the directors includes the exercise of the power or the taking of the decision by any person or committee (including any sub-committee) to whom it has been delegated
6. In the Articles, the headings are for convenience only and shall be ignored in construing the meaning of the Articles.

#### **CHANGE OF NAME**

- 7 Without the need for a special resolution of the Company, the directors may decide at any time to change the name of the Company; and where the directors decide to change the name, the secretary (if any) or any other person authorised by the directors shall give a notice to that effect to the Registrar of Companies accompanied by a statement that the change of name has been made in accordance with the Articles (such statement to be in the form required by the Companies Acts)

#### **SHARES**

- 8 At any time when the company has a single class of shares, the directors may exercise any power of the company to allot shares of that class or to grant rights to subscribe for or to convert any security into shares of that class
9. Where any person holds shares carrying a majority of the voting rights in the company, the directors must not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the company unless such person has given its consent to such allotment, grant or conversion by notice in writing to the Company.
- 10 The requirements of 561 and 562 of the Companies Act 2006 are excluded and shall not apply to the Company.

#### **DIRECTORS' GENERAL AUTHORITY**

11. Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

#### **DIRECTORS MAY DELEGATE**

- 12 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles –
- (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit

13. If the directors so specify, any delegation referred to in Article 12 may authorise further delegation of the directors' powers by any person to whom they are delegated

14. The directors may revoke any delegation in whole or part, or alter its terms and conditions

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

15. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director –

(a) by ordinary resolution,

(b) by a decision of the directors; or

(c) under Article 19.

16. In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died shall have the right, by notice in writing, to appoint a person to be a director.

17. For the purposes of Article 16, where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

18. A person ceases to be a director as soon as –

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms or
  - (g) that person is removed from office under Article 19.
- 19 Any shareholder or shareholders from time to time holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act (and who is permitted by law to do so) to be a director and may remove any director (howsoever appointed) from office. The appointment or removal shall be made either by an instrument in writing in hard copy form signed by or on behalf of the person or persons making it and delivered to the Company's registered office or by a statement sent to the Company in electronic form to such address as the Company may for the time being have specified for the purpose and shall take effect upon delivery. Any removal of a director under this Article 19 will be without prejudice to any claim for damages we may have for breach of any employment contract or contract to provide services between him and the Company.
20. Any notice of appointment or removal of a director under Article 19 shall be deemed to be the act of the Company (and no-one else). The power of removal of a director from office conferred by Article 19 is in addition to that conferred by the Companies Act 2006, to the intent that sections 168 and 169 of the Companies Act 2006 shall not apply to a removal under Article 19.



#### **QUORUM FOR DIRECTORS MEETINGS**

21. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
22. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but except where the Company only has one director it must never be less than two, and unless otherwise fixed it is two
23. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision –
  - (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors

#### **DIRECTORS DECISIONS**

24. A decision of the directors is taken in accordance with the Articles when all eligible directors indicate to each other in writing that they share a common view on a matter. A reference in this Article to an eligible director is to a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
25. The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors, of every director's written resolution and of every decision of a sole director
26. Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

27. Articles 288 to 300 (inclusive) are subject to the provisions of the Companies Acts.
28. A director may –

- (a) be a party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
- (b) be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise directly or indirectly interested in, any body corporate in which the Company is interested,

and where a proposed decision of the directors is concerned with such a transaction, arrangement, office or employment, that director may be counted as participating in the decision making process for quorum and voting purposes

29. Article 288 is subject to the relevant director making a declaration of the nature and extent of his interest in accordance with sections 177 and 184 to 187 of the Companies Act 2006

30. For the purposes of Articles 288 to 310 (inclusive) the following shall not be treated as an 'interest' -

- (a) an interest of which a director is not aware and of which it is unreasonable to expect him to be aware, or an interest in a transaction or arrangement of which he is not aware and of which it is unreasonable to expect him to be aware,
- (b) an interest of which the other directors are aware, or ought reasonably be aware, to the extent they are or ought reasonably to be aware of such interest;
- (c) an interest which cannot reasonably be regarded as giving rise to a conflict of interest, and
- (d) an interest if, or to the extent that, that interest contains terms of his service contract which have been, or are to be, considered by a meeting of the directors or a duly appointed committee of the directors.

31. Subject to a director making a declaration of the nature or extent of his interest in an office, employment, transaction or arrangement in accordance with Article 29 –

- (a) he will not be accountable to the Company for any benefit derived from such office, employment, transaction or arrangement;

- (b) the receipt of such a benefit shall not constitute a breach of his duty under section 176 of the Companies Act 2006; and
- (c) no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

#### **DIRECTORS' DUTIES**

32 The general duties specified in Articles 333 to 39 (inclusive) are owed by each director to the Company.

33. A person who ceases to be a director shall continue to be subject to –

- (a) the duty to avoid conflicts of interest as regards the exploitation of any property, information or opportunity of which he became aware at a time when he was a director; and
- (b) the duty not to accept benefits from third parties as regards things done or omitted by him before he ceased to be a director

as if those duties applied to a former director as they shall to a person who is a director

34. A director must –

- (a) act in accordance with the Articles or any resolution or agreement of shareholders relating to the Company's constitution, and
- (b) only exercise powers for the purposes for which they are conferred.

35. A director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of the shareholders as a whole, and in doing so have regard (amongst other matters) to the matters set out in section 172 of the Companies Act 2006.

36. A director must exercise independent judgment in accordance with the provisions of section 173 of the Companies Act 2006

37. A director must exercise reasonable care, skill and diligence in accordance with the provisions of section 174 of the Companies Act 2006.
38. Except as permitted by law and Articles 288 to 310 (inclusive) and 40 to 49 (inclusive) a director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company in accordance with the provisions of section 175 of the Companies Act 2006
39. A director must not accept a benefit from a third party, conferred by reason of his being a director or his doing (or not doing anything) as a director, as is set out in but save to the extent allowed by the provisions of section 176 of the Companies Act 2006

#### **DIRECTORS' POWERS TO AUTHORISE CONFLICTS OF INTEREST**

40. The directors may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interests
41. Authorisation given by the directors under Article 400 may be subject to any terms and conditions which the directors consider appropriate, and the directors may at any time vary or terminate such authorisation.
42. A decision to authorise any matter under Article 400 may be made either at a meeting of the directors or by a unanimous decision of those directors entitled to vote on the matter; but the decision will only be effective if –
- (a) the quorum for any meeting at which the matter is considered is met without counting the director in question or any other interested director, and
  - (b) the matter is agreed to without any interested director voting, or would have been agreed to if any interested directors' votes had not been counted.

- 
43. Where the directors have authorised any matter under Article 400, they may, at the time of such authorisation or subsequently, provide (without limitation) that an interested director –
- (a) is excluded from discussions (whether at directors' meetings or otherwise) related to the matter;
  - (b) is not given any documents or other information relating to the matter, or
  - (c) both for quorum purposes and for voting purposes may or may not be counted or vote at any future directors' meeting in relation to the matter.
44. Where the directors have authorised any matter under Article 400, then an interested director –
- (a) will not be required to disclose to the Company, or use for the benefit of the Company, any confidential information relating to the matter if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with the matter;
  - (b) may absent himself from directors' meetings at which the matter may be discussed; and
  - (c) may make such arrangements as he thinks fit not to receive documents and information in relation the matter, or for such documents and information to be received and read by a professional adviser on behalf of that director.
45. Article 444 does not limit any existing law or equitable principle which may excuse the director from disclosing information in circumstances where disclosure would otherwise be required, or from attending meetings or receiving and reading documents in circumstances where such actions would otherwise be required.
46. Where the directors authorise a matter under Article 400 then an interested director -
- (a) will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the matter; and

- (b) will not infringe any duty he owes to the Company under sections 171 to 177 of the Companies Act 2006 if he complies with any terms, limits and conditions (if any) imposed by the directors in relation to the authorisation.
- 47. In relation to any matter which has been authorised under Article 400 –
  - (a) an interested director will not be accountable to the Company for any benefit conferred on him in connection with that matter, and
  - (b) the receipt of such a benefit shall not constitute a breach of his duty under section 176 of the Companies Act 2006
- 48. The provisions of Articles 400 to 47 (inclusive) shall not apply to any conflict of interest arising in relation to a transaction or arrangement between a director and the Company. Articles 288 to 310 (inclusive) above shall apply to directors' interests in any such transactions or arrangements.
- 49. For the purposes of any meeting held to authorise a director's conflict of interests, if there is only one eligible director in office other than the conflicted director or directors, then the quorum for the meeting shall be one eligible director

#### **ALTERNATE DIRECTORS**

- 50. The provisions of article 15 and articles 25 to 27 (inclusive) of the Public Companies Articles are incorporated into and shall form part of the Articles on the following basis –
  - (a) any terms defined in such articles shall have the same meanings in the Articles;
  - (b) any director (the “appointor”) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to –
    - (i) exercise that director's powers, and
    - (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor, and the appointor may, at any time, remove any alternate director appointed by the appointor;

- (c) an alternate director has the same rights in relation to any directors' meeting or directors' written resolution or unanimous decision of the directors as the alternate's appointor,
- (d) a person who is an alternate director but not a director –
  - (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
  - (ii) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor), and
- (e) an alternate director may act as alternate to more than one director, and on any decision of the directors will have a separate vote for each of his appointors, and when an alternate director is also a director, any vote he exercises on behalf of the appointor will be in addition to his own vote (if any) on any decision of the directors (provided that the appointor is an eligible director in relation to that decision).

#### **ALL SHARES TO BE FULLY PAID UP**

- 51 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

#### **TRANSMITTEES BOUND BY PRIOR NOTICES**

52. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name or the name of any person named as the transferee of the shares in an instrument of transfer executed under article 28(2) of the Model Articles has been entered in the register of members.

## **DIVIDENDS AND DISTRIBUTIONS**

- 53 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

## **PROXY NOTICES**

54. A proxy notice which does not comply with the provisions of article 45 of the Model Articles may (in their discretion) be accepted as valid by the directors at any time before the meeting to which it relates.

## **NOTICES**

- 55 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company. Subject to the Articles, the provisions of section 1147 of the Companies Act 2006 shall apply to anything sent or supplied to the Company as they apply to anything sent or supplied by the Company
56. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
57. A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
58. Any notice, document or other information will be deemed served on or delivered to the intended recipient if addressed either –
- (a) to an address outside the United Kingdom, or
  - (b) from outside the United Kingdom to an address within the United Kingdom,
- five business days after posting, provided (in each case) it was sent by reputable international overnight courier addressed to the intended recipient, delivery in at least



five working days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider.

59. The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding

#### **COMPANY SECRETARY**

60. The directors may determine from time to time whether a person or body corporate shall hold the office of company secretary and at any time when the Company is without a secretary anything required or authorised to be done by or to the secretary may be done by or to a director (or by a person authorised generally or specifically in that behalf by the directors); the appointment of a person, persons jointly, or body corporate, to office as secretary shall be decided by the directors who may remove any person or body corporate appointed to that office and may appoint a person, persons jointly or body corporate to act in the place of any secretary removed from office or may appoint a person or body corporate to act jointly with any person holding office as secretary

#### **INDEMNITY**

61. Subject to Article 622, a relevant director or relevant secretary of the Company or an associated company may be indemnified out of the Company's assets against –
- (a) any liability incurred by that director or secretary in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
  - (b) any liability incurred by that director or secretary in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
  - (c) any other liability incurred by that director or secretary as an officer of the Company or an associated company.

62. Article 611 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
63. Where a relevant director or relevant secretary is indemnified against any liability in accordance with this Article, such indemnity may extend to all costs, charges, losses, expenses and liabilities incurred by that director or secretary.
- 64 In Article 61 –
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - (b) a “relevant director” means any director or former director of the Company or an associated company.
  - (c) a “relevant secretary” means any secretary or former secretary of the Company or an associated company

#### **INSURANCE**

- 65 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director or relevant secretary in respect of any relevant loss
- 66 For the purposes of Article 65 –
- (a) a “relevant director” means any director or former director of the Company or an associated company,
  - (b) a “relevant secretary” means any secretary or former secretary of the Company or an associated company,
  - (c) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director or relevant secretary in connection with that director’s or secretary’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and

- (d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.