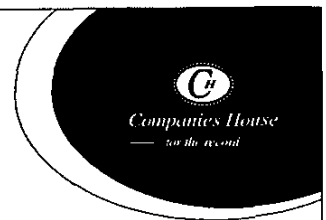


OS AP01

Appointment of director of an overseas company



☒ **What this form is for**
You may use this form to appoint
an individual as a director of an
overseas company

☐ **What this form is NOT for**
You cannot use the form to ap
a corporate director of an ove
company To do this, please use
OS AP02 'Appointment of corp
director of an overseas compai

THURSDAY



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#357

A25

COMPANIES HOUSE

1 Overseas company details

Company number **F C 0 2 3 1 3 5**

Company name in full
or alternative name as
registered in the UK **Silver Fern Investments (Cayman) Limited**

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

All fields are mandatory unless
specified or indicated by *

2 Date of director's appointment

Date of appointment **d 0 d 7 m 1 m 2 y 2 y 0 y 1 y 1**

3 New director's details

Title*

Full forename(s) **Ronald Edwin**

Surname **van Ballegooijen**

Former name(s) ^①

Country/State of
residence ^② **United Kingdom**

Nationality **Dutch**

Date of birth **d 0 d 1 m 0 m 3 y 1 y 9 y 6 y 6**

Business occupation
(if any) ^③ **Chartered accountant**

① Former name(s)
Please provide any previous names
which have been used for business
purposes in the past 20 years

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

Continue in Section 8 if required

② Country/State of residence
This is in respect of your usual
residential address as stated in
Section 4a

③ Business occupation
If you have a business occupation,
please enter here if you do not,
please leave blank

4 New director's service address ^④

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

Building name/number **Thames Court**

Street **One Queenhithe**

Post town **London**

County/Region

Postcode **E C 4 V 3 R L**

Country **United Kingdom**

④ Service address
This is the address that will appear
on the public record This does not
have to be your usual residential
address

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

OS AP01**Appointment of director of an overseas company****5 Director's authority**


Please enter the extent of your authority as director Please tick one box		1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below 2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input checked="" type="checkbox"/> Limited 1	
	<input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	See attached extract showing articles 76-94	
	Are you authorised to act alone or jointly? Please tick one box	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly 2	
If applicable, name(s) of person(s) with whom you are acting jointly	With at least one other director unless specified to the contrary The	
	other directors are currently Maarten Bastiaan Ooms, Berend Willem	
	du Pon, Andrew James Senior and Kevin Ryan Taylor	

6 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below

UK establishment name	Registration number

7 Signature

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

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

Former name(s) 3		3 Additional former names Use this space to enter any additional names

OS AP01

Appointment of director of an overseas company



Presenter information

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

Contact name **Nicholas Baikie**

Company name **Rabobank International**

Address **Thames Court**

One Queenhithe

Post town **London**

County/Region

Postcode **E C 4 V 3 R L**

Country **United Kingdom**

DX

Telephone **020 7809 3229**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register
- ☐ You have completed the date of appointment
- ☐ You have included all former names used for business purposes over the last 20 years
- ☐ You have completed the nationality box in Section 3
- ☐ You have provided a correct date of birth
- ☐ You have provided a business occupation if there is one
- ☐ You have provided both the service address and the usual residential address.
- ☐ Addresses must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have enclosed a relevant higher protection application if applying for this at the same time as completing this form
- ☐ You have entered the extent of the director's authority in Section 6
- ☐ You have completed Section 6, if applicable
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



Where to send

You may return this form to any Companies House address:

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

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

Northern Ireland

The Registrar of Companies, Companies House,
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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

*Certified to be a true copy
of the original document.*

N. J. Baikie

NICHOLAS J. BAIKIE

Secretary

28/12/11

in the United Kingdom for United Kingdom tax purposes to be an alternate Director to act in his stead and such appointee whilst he holds office as an alternate Director shall, in the event of absence therefrom of his appointor, be entitled to attend meetings of the Directors and to vote thereat and to do, in the place and stead of his appointor, any other act or thing which his appointor is permitted or required to do by virtue of his being a Director as if the alternate Director were the appointor, other than appointment of an alternate to himself, and he shall ipso facto vacate office if and when his appointor ceases to be a Director or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice in writing under the hand of the Director making the same. No person shall be appointed to act as an alternate Director pursuant to this Article if such person is resident in New Zealand for New Zealand tax purposes.

POWERS AND DUTIES OF DIRECTORS

76 All the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting, registering and setting up the Company, and shall exercise all such powers of the Company as are not from time to time by the Law required to be exercised by the Company in general meeting. No resolution of the Company or alteration of the Memorandum or these Articles shall invalidate any prior act of the Directors which would have been valid if that resolution had not been passed or alteration made.

77 The Directors may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons resident in the United Kingdom for United Kingdom tax purposes, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. No person shall be appointed to act as an attorney pursuant to this Article if such person is resident in New Zealand for New Zealand tax purposes.

78 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

79 The Directors shall cause minutes to be made in books provided for the purpose

- (a) of all appointments of officers made by the Directors,
- (b) of the names of the Directors (including those represented thereat by an alternate or by proxy) present at each meeting of the Directors and of any committee of the Directors,
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

80 The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

81 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

MANAGEMENT

82 (a) The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit provided that management and control of the Company is at all times located in the United Kingdom and the provisions contained in the three next following paragraphs shall be without prejudice to the general powers conferred by, and restrictions contained in, this paragraph

(b) The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any persons resident in the United Kingdom for United Kingdom tax purposes to be members of such committees or local boards or any managers or agents and may fix their remuneration. No person shall be appointed to act pursuant to this Article if such person is resident in New Zealand for New Zealand tax purposes

(c) The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby

(d) Any such delegates as aforesaid may be authorised by the Directors to subdelegate all or any of the powers, authorities, and discretions for the time being vested in them to persons resident in the United Kingdom for United Kingdom tax purposes No such sub-delegate shall be appointed pursuant to this Article if such sub-delegate is resident in New Zealand for New Zealand tax purposes

MANAGING DIRECTORS

83 The Directors may, from time to time, appoint one or more of their body (but not an alternate Director), being an A Director, to the office of Managing Director for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director and no alternate Director appointed by him can act in his stead as a Director or Managing Director

84 The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers

PROCEEDINGS OF DIRECTORS

85 Except as otherwise provided by these Articles, the Directors shall meet together for the

despatch of business, convening, adjourning and otherwise regulating their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the Directors present at a meeting at which there is a quorum. Each Director who is present at any meeting shall have one vote, the vote of an alternate Director or a proxy not being counted if his appointor be present at such meeting.

86 A Director or alternate Director may, and the Secretary on the requisition of a Director or alternate Director shall, at any time summon a meeting of the Directors by at least one day's notice in writing to every Director and alternate Director which notice shall set forth the general nature of the business to be considered unless notice is waived by all the Directors (or their alternates) either at, before or after the meeting is held and PROVIDED FURTHER if notice is given in person, by cable, telex or telecopy the same shall be deemed to have been given on the day it is delivered to the Directors or transmitting organisation as the case may be. The provisions of Article 40 shall apply *mutatis mutandis* with respect to notices of meetings of Directors.

87 The quorum necessary for the transaction of the business of the Directors shall be two, a Director and his appointed alternate Director or proxy being considered only one person for this purpose, and PROVIDED ALWAYS that -

(a) there is a majority of A Directors present at the commencement of and throughout the meeting and, in particular, when such business is voted on, and

(b) if there shall at any time be only a sole Director the quorum shall be one A Director.

For the purposes of this Article an alternate Director or proxy appointed by a Director shall be counted in a quorum at a meeting at which such alternate Director or proxy is present but the Director appointing him is not present.

88 The holders of a majority of the A Shares shall be entitled, by notice in writing to the Company and the holders of the B Shares, to appoint an A Director to act as Chairman. The Chairman shall preside at any Directors' meeting and general meeting at which he is present. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number, who shall be an A Director, to be Chairman of the meeting.

89 The Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors (including alternate Directors in the absence of their appointors) as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors, Provided That a majority of such members shall be A Directors and Article 87 shall apply *mutatis mutandis* to any meeting of any such committee.

90 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

91 All acts done by any meeting of the Directors or of a committee of Directors (including any person acting as an alternate Director) shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or alternate Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director or alternate Director as the case may be.

92 All meetings of the Directors and of committees of Directors shall be held in the United Kingdom save with respect to the holding of one meeting of the Directors in the Cayman Islands each year in

accordance with the provisions of Section 194 of the Law which meeting may be attended by proxies in accordance with Article 94

93 Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other Provided That each person so participating is located in the United Kingdom at the time and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting A resolution in writing (in one or more counterparts), signed by all the Directors for the time being or all the members of a committee of Directors (an alternate Director being entitled to sign such resolution on behalf of his appointor), shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee as the case may be duly convened and held Provided That each such Director, member of a committee of the Directors or alternate Director is located in the United Kingdom and certifies his location in the United Kingdom when the resolution is signed

94 (a) A Director may be represented at any meetings of the Board of Directors by a proxy appointed by him in which event the presence or vote of the proxy shall for all purposes be deemed to be that of the Director

(b) The provisions of Articles 59-62 shall apply mutatis mutandis to the appointment of proxies by Directors

VACATION OF OFFICE OF DIRECTOR

95 The office of a Director or an alternate Director appointed pursuant to Article 75, as the case may be shall be vacated

- (a) if he gives notice in writing to the Company that he resigns the office of Director or alternate Director (as the case may be),
- (b) if he is removed in accordance with the provisions of Article 96,
- (c) if he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (d) if he ceases to be resident in the United Kingdom for United Kingdom tax purposes,
- (e) if he is, or becomes, resident in New Zealand for New Zealand tax purposes, or
- (f) if he is found a lunatic or becomes of unsound mind

APPOINTMENT AND REMOVAL OF DIRECTORS

96 The holders of -

- (a) a majority of the A Shares shall be entitled, by notice in writing to the Company and to the holders of the B Shares, to appoint up to three Directors and to remove any such appointee from time to time, and