

# OS AP01

## Appointment of director of an overseas company



Companies House

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

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

THU

THURSDAY



\*AAFM0D6Y\*

A18 21/10/2021 #170

COMPANIES HOUSE

\*AAE4NBAJ\*

A43 30/09/2021 #318

COMPANIES HOUSE

### 1 Overseas company details

Company number **FC031245**

Company name in full  
or alternative name as  
registered in the UK **ACFA NV**

→ **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 **24 06 2021**

### 3 New director's details

Title\* **Mr**

Full forename(s) **VINCENT**

Surname **WILLE**

Former name(s) <sup>①</sup>

Country/State of  
residence <sup>②</sup> **BELGIUM**

Nationality **BELGIAN**

Month/year of birth <sup>③</sup> **X X 05 1976**

Business occupation  
(if any) <sup>④</sup> **DIRECTOR**

**① 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.

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 Month and year of birth**  
Please provide month and year only.  
Provide full date of birth in  
section 3a.

**④ Business occupation**  
If you have a business occupation,  
please enter here. If you do not,  
please leave blank.

### 4 New director's service address <sup>⑤</sup>

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

Building name/number **SEPTESTRAAT 27**

Street

Post town **2640 MORTSEL**

County/Region

Postcode

Country **BELGIUM**

**⑤ 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.

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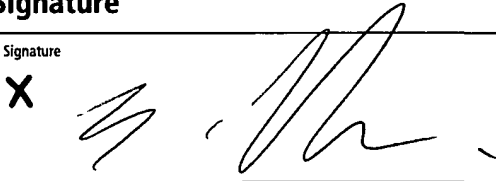
## Appointment of director of an overseas company

<b>5</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	PER AGFA NV MEMORANDUM & ARTICLES OF ASSOCIATION	
	Are you authorised to act alone or jointly? Please tick one box. (Attached)	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	DIRK DE MAN	
	LUC DELAGAYE	
	JERRY PASCAL	

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.

<b>6</b>	<b>UK establishments</b>	
	A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.	
	UK establishment name	Registration number

<b>7</b>	<b>Signature</b>	
Signature	Signature 	
	This form may be signed and authorised by: Director, Secretary, Permanent representative.	

<b>8</b>	<b>Additional former name(s) (continued from Section 3)</b>	
Former name(s) ③		

③ Additional former names  
Use this space to enter any additional names.

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## 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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

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



### Important information

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.**



### 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

All rights associated with any shares held by the company shall remain suspended, these shares shall not count for the calculation of the quorum or the majority in a general meeting

**Article 10. – Management.**

The company is managed by a board of directors, consisting of at least the minimum number of members provided by law, appointed by the general meeting for a maximum six-year period, revocable at any time. Retiring directors are eligible for re-election.

The board may consist of two members, whether they are shareholders or not, in those circumstances provided by law.

The board of directors chooses a chairman from its members.

The board of directors is convened by the chairman, a delegate director or two directors whenever the interests of the company require this. The board of directors is chaired by the chairman or, in his absence, by the most senior director.

Every letter giving notice of a meeting shall be sent at least five full days prior to the meeting and shall contain the agenda.

Board meetings shall be held at the registered office, except where there is agreement to deviate by all of the members.

The mandate of director is unsalaried unless the general meeting decides otherwise.

**Article 11. – Board of directors' decision-making process.**

The board of directors may only consider and come to a resolution on a matter legitimately if the majority of the directors is present or represented. A director who is otherwise engaged may give one of his fellow board members a written proxy by a simple letter or by any means of telecommunication whatsoever, but only for one meeting.

Resolutions shall be carried by a majority of votes. In the event of a tie, the chairman shall have the deciding vote.

If the board of directors only consists of two members, they shall always carry resolutions unanimously and the chairman shall consequently have no deciding vote, until the board of directors consists of at least three members again.

Any director having a direct or indirect interest of a proprietary nature that contravenes a decision or an action falling within the competence of the board of directors shall be guided by the provisions of article 523 of the Belgian Company Code.

Resolutions of the board of directors may, in exceptional cases, if urgent necessity and the interests of the company require this, be carried unanimously in writing by the directors. Such resolutions shall be dated as being from the date that the last director signed the aforementioned document.

**Article 12. – Internal management.**

The board of directors has the most extensive powers for the direction of the company and is competent to perform all acts of internal management that are necessary or useful for the realisation of the objectives apart from those acts that are reserved, by law or by these articles of association, for the general meeting.

The board of directors may appoint, from its members, one or more delegate directors and charge them with the daily management and also with representation of the company as regards this daily management.

The board of directors may set up an executive committee whose members are chosen from its own ranks or outside and whose powers and activities it determines.

The board of directors may partially transfer its powers to one or more of its members or to third parties

**Article 13. – External power of representation.**

Without prejudice to the board of directors' general authority to represent the company as a board, acting by the majority of its members, and without prejudice to the special authorities granted by the board of directors, the company shall be legally represented and bound towards third parties with regard to all actions by the joint signature of two directors or by the delegate director as regards day-to-day management

**Article 14. – Permanent representative.**

If a legal entity is appointed as a director or member of the executive committee, then this entity shall, from its partners, business managers, directors or employees, designate a permanent representative charged with performance of this task in the name and on behalf of the legal entity. This representative shall satisfy the same conditions and shall be liable under civil law and under criminal law as if he himself were to carry out the task concerned in his own name and on his own behalf, without prejudice to the joint and several liability of the legal entity he is representing. The latter may not dismiss its representative without appointing a successor at the same time.

If the company itself is appointed director of a company, the authority to appoint a permanent representative shall fall to the administrative body.

**Article 15. – Audit.**

The audit of the financial position, of the annual accounts and of the regularity of the transactions to be reported in the financial statements, shall be assigned to one or more supervisory directors, who shall be (a) member(s) of the Institute of Registered Auditors (*Instituut der Bedrijfsrevisoren*), to be appointed by the general meeting for a renewable term of three years. While the company is legally exempt from the obligation of appointing one or more supervisory directors, each individual company associate shall have the authority, which falls by law to a supervisory director, to conduct investigations and perform audits.

**Article 16. – General meeting – annual general meeting.**

The regularly convened general meeting represents all shareholders.

The ordinary general meeting of shareholders, known as the annual general meeting, is held annually on the last Tuesday in May at 10 00 hours at the registered office of the company, save where it has been convened in a different manner. If this day is a public holiday, the meeting shall take place at the same time on the next working day.

It is convened by its chairman, the board of directors or liquidators or by the supervisory director. An extraordinary general meeting shall be convened at the request of the shareholders representing at least one-fifth of the shares.

In order to attend the general meeting, the shareholders shall deposit their bearer shares at least five days prior to the specified date at the registered office or at the place designated for this purpose; the shareholders shall be admitted to the meeting upon presentation of the proof of deposit or, as the case may be, upon presentation of the documentary evidence of registration by name.

Convening a general meeting should be carried out in accordance with the Belgian Company Code.

A shareholder who participates in the meeting or lets himself be represented shall be deemed to be lawfully called up.