

BERMUDA STATUTORY INSTRUMENT

BR 46/1982

COMPANIES (FORMS) RULES 1982

*[made under section 288 of the Companies Act 1981 [title 17 item 5] and
brought into operation on 1 July 1983]*

Citation and commencement

1 These Rules may be cited as the Companies (Forms) Rules 1982 and shall come into force on the same date as the Companies Act 1981.

Forms to be used

2 The forms contained in the Schedule, with such variations and additions as the circumstances of the particular case may require, shall be used for the purposes of the Act and the particulars contained therein are hereby prescribed as the particulars required under the Act.

COMPANIES (FORMS) RULES 1982

SCHEDULE (Rule 2)

FORM No. 1

BERMUDA

THE COMPANIES ACT 1981

APPLICATION FOR REGISTRATION/CONTINUATION

Pursuant to Section 6/132C(1)

For the meaning of expressions used in this form, reference should be made to the Companies Act 1981 (the "Act").

1. State the proposed name of the Company (hereinafter referred to as the "Company").

2. State whether this application requires consent pursuant to section 4A.

Consent Required No Consent Required

3. State whether the business activities of the Company will be Restricted, Non-Restricted or both and the precise nature and fields of operation of the business intended to be carried on by the Company.

A. Restricted Activities Non-Restricted Activities

B. Activity Details _____

4. State whether the Company is to a local or exempted company and whether the Company will have a physical presence in Bermuda.

Exempted Local Yes
Physical Presence
 No

5. State whether the Company proposes to carry on business in Bermuda and who will manage the Company in Bermuda.

A. Proposes to carry on business Does not propose to carry on business

B. Company Manager

6. State entity type. Mark as appropriate.

Limited Liability Unlimited Liability Limited By Guarantee
 Mutual Company Limited Duration

7. State the proposed address of the registered office of the Company and the name of the Bermuda resident representative (where the Company proposes to rely on Section 130 of the Companies Act 1981).

8. The persons applying for consent to incorporate (or continue) the Company are:—

Name and Address	Occupation or Place of Incorporation	Nationality	Date of Birth
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9. State the direct (registered) owner(s) of the Company. Complete as appropriate.

a) If an individual:

Name and Address	Occupation	Nationality	No. and Class of Shares	% of Voting Rights	Date of Birth
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b) If a company:

Name and Address	Place of Incorporation	Stock Exchange(s) (if quoted)	No. and Class of Shares	% of Voting Rights
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c) If a partnership:

Name and Address	Place of Formation	Stock Exchange(s) (if quoted)	% of Voting Rights
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d) If a trust:

Name and Address of Settlor	Date and Country of Settlement	Nationality	Date of Birth
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Name and Address of Trustee(s)	Occupation or Place of Incorporation	Nationality	% of Voting Rights
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Name and Address of Beneficiaries	Occupation or Place of Incorporation	Nationality	Date of Birth
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10. State the intermediate owner(s) of the Company.

Name of Intermediate Owner(s)	Address of Intermediate Owner(s)	Place of Incorporation(s)	Stock Exchange(s) (if quoted)
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11. State the details of the ultimate beneficial owner(s) of the Company. Complete as appropriate.

a) If an individual:

Name and Address	Occupation	Nationality	No. and Class of Shares	% of Voting Rights	Date of Birth
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b) If a company:

Name and Address	Place of Incorporation	Stock Exchange(s) (if quoted)	No. and Class of Shares	% of Voting Rights
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c) If a partnership:

Name and Address	Place of Formation	Stock Exchange(s) (if quoted)	% of Voting Rights
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d) If a trust:

Name and Address of Settlor	Date and Country of Settlement	Nationality	Date of Birth
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Name and Address of Trustee(s)	Occupation or Place of Incorporation	Nationality	% of Voting Rights
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Name and Address of Beneficiaries	Occupation or Place of Incorporation	Nationality	Date of Birth
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We, the undersigned, hereby apply to the Ministry of Finance for the Company to be registered (or continued). We have read the Companies Act 1981 and will abide by its provisions. The particulars set out in this application form are true to the best of our information, knowledge and belief. We are aware that it is a criminal offence to make any false statement pertaining to this application under the provisions of the Companies Act 1981.

Dated this _____ day of _____

SUPPLEMENTARY NOTES:

1. If it is proposed to offer shares or stocks in the Company to the public by private placement or listing on a stock exchange, a copy of the prospectus or other offering document must be submitted with this form.
2. If the Company is a local company evidence must be submitted that, within three months prior to the date of submission of this application, the applicants have advertised their intention to incorporate the Company.
3. (a) In respect of any direct registered beneficial owner as listed in question 9, Financial Statements and/or Personal Declarations will be required in respect of—
 - (i) Any individual proposing to hold 5% or more of the share capital of the Company; or
 - (ii) Any body corporate (which term shall include companies, partnerships and unincorporated associations) proposing to hold 5% or more of the share capital of the Company;(b) Where the financial position of a body corporate in paragraph (a)(ii) is consolidated, the consolidated statement will be acceptable.
4. Where the Company requests power to hold land situate in Bermuda, the applicants must obtain the consent of the Minister of Finance through the Registrar of Companies pursuant to section 120(1) of the Companies Act 1981.

[Form 1 amended by BR 27/1992 effective 22 May 1992; and substituted by BR 69/1998 effective 5 October 1998]

FORM No. 1a

BERMUDA

THE COMPANIES ACT 1981

CONSENT

Pursuant to Section 4A

In exercise of the powers conferred upon him by section 4A of the Companies Act 1981, the Minister of Finance hereby gives his consent to:—

Name of Company

to carry on restricted business activities in accordance with the Companies Act 1981.

COMPANIES (FORMS) RULES 1982

Dated this day of

Minister of Finance

[Form 1a inserted by BR 69/1998 effective 5 October 1998]

FORM No. 1b

BERMUDA

THE COMPANIES ACT 1981

APPLICATION FOR REGISTRATION OF LOCAL COMPANY

NOT CARRYING ON RESTRICTED BUSINESS ACTIVITY

Pursuant to Section 6

1. The proposed name of the company to be incorporated (hereinafter called "the Company") is _____ .

2. The persons applying to form and incorporate the Company are—

Name and Address	Nationality	Bermudian status Yes/No	Resident Yes/No	% of Voting Rights
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We the undersigned apply to the Ministry of Finance to be registered. We have read the Companies Act 1981 and will abide by the terms of the Act. The particulars set out in the application form are true to the best of our information, knowledge and belief. We are aware that it is a criminal offence to make any false statement pertaining to this application under the provisions of the Companies Act 1981.

Dated this day of

Supplementary Notes

1. Applicants are required to submit an original of the Memorandum of Association and this application to the Ministry of Finance through the Registrar of Companies and a

copy of the Memorandum of Association and the application to the Bermuda Monetary Authority.

2. Evidence must be submitted that, within three months prior to the date of submission of this application, the applicants have advertised their intention to incorporate the Company.
3. Where the Company requests power to hold land in Bermuda, the applicants must obtain the consent of the Minister of Finance through the Registrar of Companies pursuant to section 120(1) of the Companies Act 1981.

[Form 1b inserted by BR 69/1998 effective 5 October 1998]

FORM No. 2

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY SHARES

(Section 7(1) and (2))

MEMORANDUM OF ASSOCIATION

of

[*blank*] Limited

(hereinafter referred to as "the Company")

1 The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.

2 We, the undersigned, namely,

NAME

ADDRESS

BERMUDIAN

STATUS

(YES/NO)

NATIONALITY

NUMBER OF SHARES SUBSCRIBED

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be

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made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3 The Company is to be an exempted/local* Company as defined by the Companies Act 1981.

4 The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding [blank] in all, including the following parcels—

5 The authorised share capital of the Company is \$ [blank] divided into shares of [blank] each.

6 The objects for which the Company is formed and incorporated are unrestricted/as follows*—

7 The following are provisions regarding the powers of the Company—

[Insert any specific provisions that the Company wishes to make.]

* Delete as applicable.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof—

(Subscribers)

(Witnesses)

Subscribed this day of 19

STAMP DUTY (To be affixed)

[Form 2 para 5 deleted by BR 27/1992; para 4 substituted by BR 69/1998 effective 5 October 1998; para 6 amended by 2006:40 s.44(a) effective 29 December 2006; paras 6 and 7 renumbered 5 and 6, para 6 amended, para 7 inserted, by BR31/2007 effective 4 April 2007]

FORM No. 2a

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED
BY GUARANTEE

(Section 7(1) and (3))

MEMORANDUM OF ASSOCIATION
of

[blank] Limited*
(hereinafter referred to as "the Company")

- 1 The liability of the members is limited.
- 2 Every member of the Company undertakes to contribute to the assets of the Company, in the event of it being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding [blank] dollars.
- 3 The objects for which the Company is formed and incorporated are unrestricted/as follows*—
- 4 The following are provisions regarding the powers of the Company—
[Insert any specific provisions that the Company wishes to make.]
- 5 The Company is to be an exempted/local* Company.
- 6 The Company proposes/does not propose* to carry on business in Bermuda.
- 7 The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding [blank] in all, including the following parcels—
- 8 We, the undersigned, namely,

NAME		
ADDRESS		
BERMUDIAN	STATUS	(YES/NO)
NATIONALITY		

are desirous of being formed into a Company, in pursuance of this memorandum of association.

Delete as applicable.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof—

(Subscribers) (Witnesses)

Subscribed this [blank] day of [blank] 19 [blank]

[Form 2a para 6 substituted by BR 69/1998 effective 5 October 1998; heading and para 3 amended, paras 4-7 renumbered 5-6, para 4 inserted by BR31/2007 effective 4 April 2007]

COMPANIES (FORMS) RULES 1982

FORM No. 2b

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY
GUARANTEE - MUTUAL COMPANY

Pursuant to Sections 5, 7(1), 153 and 154

MEMORANDUM OF ASSOCIATION

OF

[Company] Limited
(hereinafter referred to as "the Company")

1. The liability of the members is limited.
2. The liability of every member of the Company to contribute to the assets of the Company, in the event of it being wound up shall be limited to the premiums or any unpaid premiums or undischarged portion thereof due to the Company on the date of the commencement of the winding-up from such member.
3. The reserve fund of the Company is _____ .
4. The objects for which the Company is formed and incorporated are unrestricted/as follows*—
5. The following are provisions regarding the powers of the Company—
[Insert any specific provisions that the Company wishes to make.]
6. The Company is to be an exempted/local* Company.
7. The Company proposes/does not propose* to carry on business in Bermuda.
8. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding ____ in all, including the following parcels:—

9. We, the undersigned, namely,

Name and Address	Bermudian Status (Yes/No)	Nationality	Number of Shares Subscribed
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are desirous of being formed into a Company, in pursuance of this memorandum of association.

(* Delete as applicable)

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:—

_____	_____
_____	_____
_____	_____
(Subscribers)	(Witnesses)

Subscribed this day of

Stamp Duty (to be affixed)

[Form 2b deleted and substituted by BR 69/1998 effective 5 October 1998; para 4 amended, paras 5-8 renumbered 6-9, para 5 inserted by BR31/2007 effective 4 April 2007]

FORM No. 2c
BERMUDA
THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF UNLIMITED LIABILITY COMPANY
Section 7(1)
MEMORANDUM OF ASSOCIATION
OF
[Company]
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is unlimited.
2. We, the undersigned, namely,

Name and Address	Bermudian Status (Yes/No)	Nationality	Number of Shares Subscribed
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do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be a local/exempted* Company as defined by the Companies Act 1981.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding _____ in all, including the following parcels:—

COMPANIES (FORMS) RULES 1982

5. The authorised share capital of the Company is \$ _____ divided into shares of _____ each.
6. The objects for which the Company is formed and incorporated are unrestricted/as follows*:-
7. The following are provisions regarding the powers of the Company—
[Insert any specific provisions that the Company wishes to make.]

(* Delete as applicable)

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:—

_____	_____
_____	_____
_____	_____
(Subscribers)	(Witnesses)

Subscribed this _____ day of _____

Stamp Duty (to be affixed)

[Form 2c inserted by BR 69/1998 effective 5 October 1998; para 5 amended by 2006:40 s.44(b) effective 29 December 2006; para 6 amended, para 7 inserted, by BR31/2007 effective 4 April 2007]

FORM No. 2d
BERMUDA
THE COMPANIES ACT 1981
MEMORANDUM OF CONTINUANCE OF COMPANY LIMITED BY SHARES
Section 132C(2)
MEMORANDUM OF CONTINUANCE
OF
[Company] Ltd.
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.

3. The authorised share capital of the Company is \$ _____ divided into shares of _____ each.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding _____ in all, including the following parcels:—
5. Details of Incorporation:
6. The objects of the Company from the date of continuance are unrestricted/as follows*:-
7. The following are provisions regarding the powers of the Company—
[Insert any specific provisions that the Company wishes to make.]

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:—

_____	_____
_____	_____
_____	_____
(Authorised persons)	(Witnesses)

Dated this _____ day of _____

[Form 2d inserted by BR 69/1998 effective 5 October 1998; para 3 amended by 2006:40 s.44(b) effective 29 December 2006; para 6 amended, para 7 inserted, by BR31/2007 effective 4 April 2007]

FORM No. 3

[Form 3 deleted by BR 69/1998 effective 5 October 1998]

FORM No. 3a

[Form 3a deleted by BR 69/1998 effective 5 October 1998]

FORM No. 4

[Form 4 deleted by BR 69/1998 effective 5 October 1998]

COMPANIES (FORMS) RULES 1982

FORM No. 4a

BERMUDA

THE COMPANIES ACT 1981

APPLICATION FOR CONSENT TO AMEND A PROVISION OF A PRIVATE
ACT INCORPORATING A COMPANY

Pursuant to section 286(2)

Name of Company [blank] (hereinafter referred to as "the
Company")

1 The short title of the private Act incorporating the Company is as
follows —

2 The Company was registered in the office of the Registrar of
Companies on the [blank] day of [blank] 19 [blank].

3 It is proposed to amend the private Act incorporating the
Company in the following respects —

4 The reasons for the proposed amendments are as follows—

We, the undersigned, as officers of the Company, hereby apply to
the Minister of Finance for consent to amend the private Act
incorporating the Company.

Dated this [blank] day of [blank] 19 [blank]

- NOTES: (1) This application must be signed by such officers as are
empowered to bind the Company as provided in its bye-
laws.
- (2) Evidence must be submitted that within three months
prior to the date of submission of this application the
applicants have advertised their intention to amend the
private Act incorporating the Company in terms as
provided by section 286 of the Companies Act 1981.
- (3) A copy of the principal private Act incorporating the
Company and any amending Acts must be submitted to
the Minister through the Registrar of Companies.
- (4) The original of this form together with four facsimile
copies must also be submitted to the Minister through
the Registrar of Companies.
- (5) When a resolution has been passed at a general meeting
of members of the Company amending any provision of
the private Act incorporating the Company, a copy of

this application endorsed with the consent of the Minister, together with a copy of the private Act as amended and the prescribed fee, must be delivered to the Registrar of Companies for registration.

FOR OFFICE USE ONLY

CONSENT IS HEREBY GRANTED TO [blank]

to amend its private Act as specified in paragraph 3 of this Form.

Minister of Finance

Dated this [blank] day of [blank] 19 [blank]

FORM No. 5

[Form 5 deleted by BR 69/1998 effective 5 October 1998]

FORM No. 6

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF INCORPORATION

I hereby in accordance with the provisions of section 14 of the Companies Act 1981, issue this Certificate of Incorporation and do certify that on the [blank] day of [blank] 19 [blank] was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said Company is that of a local/exempted Company.

Given under my hand this [blank] day of [blank], 19 [blank].

Registrar of Companies

COMPANIES (FORMS) RULES 1982

FORM No. 6a

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF INCORPORATION WITH SECONDARY NAME

I hereby, in accordance with section 14 of the Companies Act 1981, issue this Certificate of Incorporation and do certify that, on the [blank] day of [blank] 20 [blank], [insert primary name of company], with the secondary name [insert secondary name of company], was registered by me in the Register maintained by me under section 14 of that Act and that the status of the said company is that of a local/exempted company.

Given under my hand this [blank] day of [blank], 20 [blank].

Registrar of Companies

[Form No.6a inserted by BR31/2007 effective 4 April 2007]

FORM No. 6b

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF SECONDARY NAME

I hereby, in accordance with section 10A of the Companies Act 1981, issue this Certificate of Secondary Name and do certify that, on the [blank] day of [blank] 20 [blank], [insert secondary name of company] was registered by me as the secondary name of [insert primary name of company] in the Register maintained by me under section 14 of that Act.

Given under my hand this [blank] day of [blank], 20 [blank].

Registrar of Companies

[Form No.6b inserted by BR31/2007 effective 4 April 2007]

FORM No. 6c

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF CHANGE OF NAME (PRIMARY)

I hereby, in accordance with section 10 of the Companies Act 1981, issue this Certificate of Change of Name and do certify that, on the [blank] day of [blank] 20 [blank], the name [insert new primary name of company] was registered by me in place of [insert previous primary name of company] in the Register maintained by me under section 14 of that Act.

Given under my hand this [blank] day of [blank], 20 [blank].

Registrar of Companies

[Form No.6c inserted by BR31/2007 effective 4 April 2007]

FORM No. 6d

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF CHANGE OF NAME (PRIMARY and SECONDARY)

I hereby in accordance with sections 10 and 10A of the Companies Act 1981, issue this Certificate of Change of Name and do certify that, on the [blank] day of [blank] 20 [blank], the name [insert new primary name of company], with the secondary name [insert new secondary name of company] was registered by me in place of [insert previous primary name of company] and [insert previous secondary name of company] respectively in the Register maintained by me under the provisions of section 14 of that Act.

Given under my hand this [blank] day of [blank], 20 [blank].

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Registrar of Companies

[Form No.6d inserted by BR31/2007 effective 4 April 2007]

FORM No. 7

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF INCREASE OF SHARE CAPITAL

of

[*blank*]

(hereinafter referred to as "the Company")

DEPOSITED in the office of the Registrar of Companies on the [*blank*] day of [*blank*], 19 [*blank*], in accordance with the provisions of section 45(3) of the Companies Act 1981.

Authorized Share Capital of the Company \$

Increase of Share Capital as authorized by a resolution passed at a general meeting of the Company on the [*blank*] day of [*blank*], 19 [*blank*]. \$

AUTHORIZED SHARE CAPITAL AS INCREASED \$

DULY STAMPED in the amount of \$ [*blank*] being the stamp duty payable on the amount of increase of share capital of the Company in accordance with the provisions of the Stamp Duties Act 1976.

Secretary

Dated this [*blank*] day of [*blank*] 19 [*blank*]

NOTE: This memorandum must be filed in the office of the Registrar of Companies within thirty days after the date on which the resolution increasing the share capital has effect and must be accompanied by a copy of the resolution and the prescribed fee.

[Form No 7 amended by 2006:40 s.44(c) effective 29 December 2006]

FORM No. 7a

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF DEPOSIT OF MEMORANDUM OF INCREASE OF
SHARE CAPITAL

THIS IS TO CERTIFY that a Memorandum of Increase of Share Capital of
[blank]
was deposited in the Office of the Registrar of Companies
on
[blank]

IN WITNESS WHEREOF I have hereto set my hand this [blank]

Registrar of Companies

Capital prior to increase [blank]

Amount of increase [blank]

Present capital [blank]

Stamp Duty Paid

FORM No. 8

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF REDUCTION OF SHARE CAPITAL

of

[blank]

(hereinafter referred to as "the Company")

DEPOSITED in the office of the Registrar of Companies on the
[blank] day of [blank], 19 [blank], in accordance with the provisions of
section 46(5) of the Companies Act 1981.

Authorized Share Capital of the Company

\$

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Share Capital as last previously determined	\$
Reduction of Share Capital as authorized by a resolution passed at a general meeting of the Company on the [blank] day of [blank], 19 [blank].	\$
AUTHORIZED SHARE CAPITAL AS REDUCED	

IT IS HEREBY CONFIRMED that all the provisions of section 46 of the Companies Act 1981 have been complied with by the Company.

Secretary

Dated this [blank] day of [blank] 19 [blank]

- NOTES: (1) The notice required by section 46 (2) (a) of the Companies Act 1981 and the affidavit required by section 46(2)(b) of the said Act are hereto annexed.
- (2) This memorandum must be filed in the office of the Registrar of Companies within thirty days after the date as from which the resolution reducing the share capital has effect and must be accompanied by a copy of the resolution and the prescribed fee.

[Form No. 8 amended by 2006:40 s.44(c) effective 29 December 2006]

FORM No. 8a

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF DEPOSIT OF MEMORANDUM OF REDUCTION OF
SHARE CAPITAL

THIS IS TO CERTIFY that a Memorandum of Reduction of Share Capital
of
[blank]
was deposited in the Office of the Registrar of Companies on
[blank]

IN WITNESS WHEREOF I have hereunto set my hand this [blank]

Registrar of Companies

Capital prior to reduction \$ [blank]

Present Capital \$ [blank]

FORM No. 8b

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF REDUCTION OF ISSUED SHARE CAPITAL OF
[blank]

(hereinafter referred to as "the Company")

DEPOSITED in the office of the Registrar of Companies on the [blank]
day of [blank] 19 [blank] in accordance with the provisions of section
46(5) of the Companies Act 1981.

Issued Share Capital of the Company as
last previously determined \$

Reduction of Issued Share Capital as
authorized by a resolution passed at a
general meeting of the Company on the
[blank] day of [blank], 19 [blank]. \$

COMPANIES (FORMS) RULES 1982

ISSUED SHARE CAPITAL AS REDUCED

\$

AUTHORIZED SHARE CAPITAL TO BE
MAINTAINED PURSUANT TO SAID RESOLUTION
OF THE COMPANY

\$

IT IS HEREBY CONFIRMED
that all the provisions of section
46 of the Companies Act 1981
have been complied with by the
Company

Secretary

Dated this [blank] day of [blank] 19 [blank]

- NOTES: (1) The notice required by section 46(2) (a) of the Companies Act 1981 and the affidavit required by section 46(2)(b) of the said Act are hereto annexed.
- (2) This Memorandum must be filed in the office of the Registrar of Companies within thirty days after the date on which the resolution reducing the share capital has effect and must be accompanied by a copy of the resolution and the prescribed fee.

[Form No. 8b amended by 2006:40 s.44(c) effective 29 December 2006]

FORM No. 8c

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF DEPOSIT OF MEMORANDUM OF REDUCTION OF
ISSUED SHARE CAPITAL

THIS IS TO CERTIFY that a Memorandum of Reduction of Issued Share
Capital
of
[blank]

was deposited in the Office of the Registrar of Companies on [blank]

IN WITNESS WHEREOF I have hereunto set my hand this [blank]
Registrar of Companies
Issued Share Capital prior to reduction \$ [blank]
Present Issued Share Capital \$ [blank]

FORM No. 9

BERMUDA

THE COMPANIES ACT 1981

PARTICULARS OF A MORTGAGE OR CHARGE
Pursuant to section 55 of the Companies Act 1981

NAME OF COMPANY

DATE AND DESCRIPTION OF THE INSTRUMENT CREATING OR
EVIDENCING THE MORTGAGE OR CHARGE (NOTE 2).

AMOUNT DUE OR OWING ON THE MORTGAGE OR CHARGE.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE MORTGAGEES OR
PERSONS ENTITLED TO THE CHARGE.

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR
CHARGED.

COMPANIES (FORMS) RULES 1982

PARTICULARS AS TO COMMISSION, ALLOWANCE OR DISCOUNT
(NOTE 3).

SIGNED:

DATE:

Designation of position in relation to the company.

- NOTES: (1) The original instrument creating the charge, together with this form, must be delivered to the Registrar and must be accompanied by the prescribed fee. Please complete the form in black type.
- (2) A description of the instrument, e.g., "Trust Deed" "Debenture", "Mortgage" or "legal charge", etc., as the case may be, should be given.
- (3) In this section should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- (4) If the spaces overleaf are insufficient, the particulars may be continued on a separate sheet.

FORM No. 9a

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that [blank]

Given under my hand the [blank] day of [blank] 19 [blank].

Registrar of Companies

FORM No. 10

BERMUDA

THE COMPANIES ACT 1981

PARTICULARS OF A SERIES OF DEBENTURES

Pursuant to sections 57 and 58 of the Companies Act 1981

NAME OF COMPANY

PARTICULARS OF A SERIES OF DEBENTURES CREATED BY THE ABOVE-NAMED COMPANY (NOTE 1)

DATE OF THE COVERING DEED (IF ANY) (NOTE 2).

TOTAL AMOUNT SECURED BY THE WHOLE SERIES.

AMOUNT OF THE PRESENT ISSUE OF THE SERIES.

NAMES OF THE TRUSTEES (IF ANY) FOR THE DEBENTURE HOLDERS.

GENERAL DESCRIPTION OF THE PROPERTY CHARGED.

PARTICULARS AS TO COMMISSION, ALLOWANCE OR DISCOUNT (NOTE 3).

SIGNED:

DATE:

Designation of position in relation to the company.

- NOTES: (1) Particulars should be given on this form of a series of debentures containing (or giving by reference to any other instrument) any charge to the benefit of which the debenture holders of the said series are entitled *pari passu*. The form is to be used for registration of particulars of the entire series.
- (2) The date should be given of the covering deed (if any) by which the security is created or defined; or if there is no such deed the date of the first execution of any debenture in the series.
- (3) In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of

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interest payable under the terms of the debentures should not be entered.

- (4) The deed, if any, containing the charge must be delivered with these particulars to the Registrar or, if there is no such deed, a copy of one of the debentures of the series must be so delivered.
- (5) If the columns overleaf give insufficient space, the particulars may be continued on a separate sheet.

FORM No. 10a

BERMUDA

THE COMPANIES ACT 1981

CERTIFICATE OF THE REGISTRATION OF A SERIES OF DEBENTURES

I hereby certify that a series of debentures created by [blank]

and securing or intending to secure \$ [blank] was registered pursuant to section 55 of the Companies Act 1981, on the [blank] day of [blank] 19 [blank].

Given under my hand the [blank]

Registrar of Companies

FORM No. 11

BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE OR
CHARGE

Name of Company [blank]

Date and description of the instrument(s) creating or evidencing the mortgage(s) or charge(s) and the date of its/their registration and serial number(s):

Notice is hereby given that the registered charge(s) detailed above has/have been fully/partly satisfied on [blank], 19 [blank].

Declared by [blank] _____) Declarants sign here

1 Director [blank] _____)

2 Director [blank] _____)
the [blank] day of [blank] _____)
one thousand nine hundred and [blank])
before me [blank] _____)

Commissioner of Oaths

[Form 11 amended by BR 27/1992 effective 22 May 1992]

FORM No. 11a

BERMUDA

THE COMPANIES ACT 1981

Memorandum of (1) Partial Payment or Satisfaction
of Mortgage or Charge
(2) Release of Part of Property or Undertaking
from Mortgage or Charge.

Name of Company [blank]
Particulars to be verified

The above-named Company hereby gives notice that the registered charge ((a) [blank] dated [blank] 19 [blank]) (a series of Debentures authorized by resolution dated [blank] 19 [blank]) secured on property (b) [blank] of which particulars were registered with the Registrar of Companies on (c) [blank] 19 [blank] was satisfied on [blank] to the extent of [blank] (the date for which the charge was given having been partly paid or satisfied) (and) (part of the property or undertaking charged having been released from the charge) (Short particulars of the property or undertaking no longer charged: [blank]

- (a) A description of the instrument (s) creating or evidencing the charge e.g. "Mortgage", "Charge", "Debenture" etc. with the date thereof should be given.
- (b) Insert brief details for property.
- (c) The date registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

* Delete as appropriate.

COMPANIES (FORMS) RULES 1982

For verification see overleaf

In witness whereof the common seal of the Company was hereto affixed the [blank] day of [blank] 19 [blank].

Signed

Directors (Seal of Company)
Secretary

Declaration verifying Memorandum relating to a registered mortgage or charge.

Pursuant to section 59 of the Companies Act 1981.

Name of Company [blank]

We [blank]

of [blank] a director of the above-named Company and [blank]

of [blank]

the Secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to [blank] charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true.

Declared at [blank]
the [blank] day of [blank]
one thousand nine hundred and [blank]
before me [blank]

Commissioner for Oaths
or Notary Public or Justice of the Peace.

FORM No. 11b

BERMUDA

THE COMPANIES ACT 1981

Memorandum of fact that Part of Property or Undertaking Mortgaged or Charged has ceased to form Part of Property or Undertaking of Company.

Name of Company [blank]

Particulars to be verified

The above-named Company hereby gives notice that on [blank] [blank] 19 [blank] part of the property or undertaking secured by the registered charge being ((a) [blank] dated [blank] 19 [blank]) (a series of Debentures authorized by resolution dated [blank] 19 [blank]) of which particulars were registered with the Registrar of Companies on (b) [blank] 19 [blank] ceased to form part of the Company's property or undertaking. Short particulars of such property: [blank]

In witness whereof the common seal of the Company was hereto affixed the [blank] day of [blank] 19 [blank]

Signed

Directors

(Seal of Company)

Secretary

(a) A description of the instrument(s) creating or evidencing the charge, e.g. "Mortgage", "Charge", "Debenture", etc. with the date thereof should be given.

(b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument (s) registered.

For verification see overleaf

Declaration verifying memorandum relating to a registered mortgage or charge.

Pursuant to section 59 of the Companies Act 1981.

Name of Company [blank]

We, [blank] of [blank]

a director of the above-named Company and [blank] of [blank] the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to [blank] charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true.

Declared at [blank]

the [blank] day of [blank]

one thousand nine hundred and [blank]

before me [blank]

A Commissioner for Oaths*
or Notary Public or Justice of the Peace.

COMPANIES (FORMS) RULES 1982

FORM No. 12

BERMUDA

THE COMPANIES ACT 1981

NOTICE OF APPOINTMENT OF RECEIVER OR MANAGER

Pursuant to section 60(1)

To the Registrar of Companies

Name of Company [blank]

I [blank] of [blank] hereby give notice that [blank]

(a) (I have obtained on Order of the¹ [blank] dated the [blank] 19 [blank] for the appointment of)²

(b) (on [blank] 19 [blank] I appointed)²

³[blank]

as (receiver) (manager) (receiver and manager)⁴ of the property of the company

(on behalf of)(as)⁴ holders of [blank]

dated [blank] 19 [blank] (under the powers contained in the instrument).

Signed [blank] Date [blank]

[Delete if appointment is made by the Court]

FORM No. 12a

BERMUDA

THE COMPANIES ACT 1981

NOTICE OF CEASING TO ACT AS RECEIVER OR MANAGER

Pursuant to section 60 (2)

Name of Company [blank] Limited

¹ Name of Court making the Order

² delete 'a' or 'b' as appropriate

³ insert full name

⁴ Enter description and date of the instrument under which appointment is made and state whether

it is a debenture secured by a floating charge.

Presented by

To the Registrar of Companies

I, [blank] of [blank] hereby give you notice that I ceased to act as Receiver and/or Manager of [blank] Limited, on the [blank] day of [blank] 19 [blank].

Dated this [blank] day of [blank] 19 [blank].

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FORM No. 13

BERMUDA

THE COMPANIES ACT 1981

NOTICE OF ADDRESS OF REGISTERED OFFICE

Pursuant to section 62

Name of Company [blank]

In accordance with section 62 (2) of the Companies Act 1981, I hereby give notice that the address of the registered office of the above-mentioned Company is —

[blank]

Signed: [blank]

State whether Director or Secretary

Date: [blank]

FORM No. 13a

BERMUDA

THE COMPANIES ACT 1981

NOTICE OF PLACE OTHER THAN REGISTERED OFFICE WHERE
REGISTER OF MEMBERS IS BEING KEPT.

Pursuant to section 65(2)

Name of Company [blank]

In accordance with section 65 (2) of the Companies Act 1981, I hereby give notice that the register of members of the above mentioned Company is being kept at—

[blank]

Signed: [blank]

State whether Director or Secretary

Date: [blank]

FORM No. 14

BERMUDA

THE COMPANIES ACT 1981

ANNUAL RETURN OF SHAREHOLDINGS

(Pursuant to section 117 and paragraphs 1 and 2 of Part 1 of the Third Schedule to the Companies Act 1981)

Being the return of —

[*blank*]

as at the 31st day of December [*blank*]

1 The percentage of all issued shares in the Company beneficially owned by Bermudians is [*blank*]

2 The percentage of total voting rights in the Company which can be exercised by Bermudians is [*blank*]

3 The number of Bermudian directors expressed as a percentage the total number of directors is [*blank*]

4 Classes of shares issued by the Company

5 No. of shares issued in each class

6 Par Value of each class of shares

7 Voting and other rights attached to each class of shares

Shares owned by Bermudians:

8a No. of shares of each class beneficially owned

8b No. of shares expressed as % of total of each class

Shares owned by others personally:

9a No. of shares of each class beneficially owned

9b No. of shares expressed as % of total of each class

Signed: [*blank*] Director

[*blank*] Director

Date: [*blank*]

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FORM No. 15

BERMUDA

THE COMPANIES ACT 1981

APPLICATION BY AN OVERSEAS COMPANY FOR A PERMIT TO ENGAGE
IN OR CARRY ON A TRADE OR BUSINESS IN OR FROM WITHIN
BERMUDA

Pursuant to section 134

For the meaning of the expressions used in this form, reference should
be made to the Companies Act 1981

1 Name of Company [*blank*] (hereinafter referred to as "the
Company").

2 Place of incorporation

3 Date of Incorporation

4 Address of Registered Office outside Bermuda

5 Particulars of its proposed place of business or places of
business in Bermuda

6 Particulars of the trade or business which the Company
proposes to engage in or carry on in Bermuda or outside Bermuda from a
place of business in Bermuda.

(a) In Bermuda

(b) Outside Bermuda from Within Bermuda

7 State the precise nature and fields of operation of the trade
business engaged in or carried on by the Company outside Bermuda
from a place of business outside Bermuda.

8 Is the Company Quoted/Unquoted?

9 If the Company is quoted the latest Form 10K or Annual Report
and Accounts should be submitted with this application. Questions 10 -
13 below need not then be completed nor need 14(a) be complied with

10 Particulars of the persons who are Directors of the Company
are—

NAME
ADDRESS
OCCUPATION
BERMUDIAN STATUS (YES/NO)
NATIONALITY

- 11 The beneficial owners of the Company are—
NAME
ADDRESS
BERMUDIAN STATUS (YES/NO)
NATIONALITY
- 12 The extent of ownership by the persons mentioned in 11 is—
NAME
EXTENT OF OWNERSHIP
- 13 Persons other than the beneficial owners known to have an interest in the Company are—
NAME
ADDRESS
BERMUDIAN STATUS (YES/NO)
NATIONALITY
NATURE OF INTEREST
- 14 Please submit the following information and Documents with this application:—
(a) Where appropriate personal and financial references on the persons mentioned in 10 and 11 above
(b) Certified copy of the Certificate of Incorporation
(c) Certified copy of the Memorandum of Association
(d) Certified copy of latest audited financial statements
- 15 Name and address of proposed principal representative in Bermuda
- 16 Specify the name(s) of local banker(s)
- 17 Reason for requiring a Permit as opposed to forming a Bermuda Exempted Company (be explicit)

We the undersigned, hereby apply to the Minister of Finance for a permit to engage in or carry on a trade or business in Bermuda

We have read the Companies Act 1981, and will abide by the terms of that Act. The particulars set out in this application form are true to the best of our information, knowledge and belief.

[blank]

[Form 15 amended by BR 27/1992 effective 22 May 1992]

COMPANIES (FORMS) RULES 1982

FORM No. 15a

BERMUDA

THE COMPANIES ACT 1981

PERMIT

Pursuant to sections 134 and 136

In exercise of the powers conferred by sections 134 and 136 of the Companies Act, the Minister of Finance hereby grants to permission to engage in or carry on a trade or business in or from within Bermuda, subject to the provisions of the Companies Act 1981, and subject to the following conditions—

Dated this [blank] day of [blank] 19 [blank]

Minister of Finance

[Amended by :

BR 37/1985

2006 : 40

BR 27/1992

BR 31/2007]

BR 69/1998