


## Stock Transfer Form

Consideration Money £ 100000		Certificate Lodged with the Registrar  (For completion by the Registrar/Stock Exchange)	
Full name of undertaking <i>(Note 1)</i>	CLEARWATER VEHICLES LIMITED		
Full description of security <i>(Note 2)</i>	CLASS B PREFERENCE SHARE		
Amount of shares or number of stock units or shares or other security (in words) <i>(Note 3)</i>	ONE HUNDRED THOUSAND POUNDS	Figures: 100000  (                      units of                      )	
Names(s) of registered holder(s) should be given in full; the address should be given where there is only one holder.  If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g. Executor(s)) of the person(s) making the transfer. <i>(Note 4)</i>	In the name(s) of: TRUSTEES OF THE CARLTON JAMES RETIREMENT FUND, DAWS HOUSE, 33-35 DAWS LANE, LONDON. NW7 4SD		Account Designation (if any)
I/We hereby transfer the above security out of the name(s) of the aforesaid to the person(s) named below:		Stamp of selling broker(s) or agent(s), if any, acting for the transferor(s).	
Signature(s) of transferor(s)  1.  ..... 2. .... 3. .... 4. ....		Date: <i>(Note 6)</i>	
Bodies Corporate should execute under their common seal or otherwise with applicable statutory requirements <i>(Note 5)</i>		Full name(s) and full postal address(es) (including country or if applicable, postcode) of the person(s) to whom the security is transferred.  Please state title, if any, or whether Mr, Mrs, Ms or Miss. <i>(Note 7)</i>	
TRUSTEES OF THE MAGNOLIA TRUSTEE SCHEME DAWS HOUSE 33-35 DAWS LANE LONDON NW7 4SD			
I/We request that such entries be made in the Register of Shareholders as are necessary to give effect to this transfer			
Stamp of buying broker(s) (If any)		Stamp or name and address of person lodging this form (if other than buying broker(s)). <i>(Note 8)</i>	

**CERTIFICATE REQUIRED WHERE TRANSFER IS NOT CHARGEABLE  
TO AD VALOREM STAMP DUTY**

**Certificate One (Note 9)**

Complete Certificate One if both of the following apply:

- (i) consideration given for the shares is £1,000 or less; AND
- (ii) the transfer does not form part of a larger transaction or series of transactions where the total exceeds £1,000

	I hereby certify that the transaction effected by the instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £1000.
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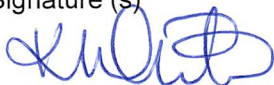
**Certificate Two (Note 10)**

Use Certificate Two in the following situations:

- (i) the transfer is exempt from Stamp Duty, for example, transfers in connection with divorce or the dissolution of a civil partnership
- (ii) the consideration given is not chargeable consideration.

	I hereby certify that this instrument is otherwise exempt from ad valorem Stamp Duty without a claim for relief being made, or that no chargeable consideration is given for the transfer for the purposes of Stamp Duty.
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Signature (s)



Description ( "Transferor", " Solicitor", etc)

TRANSFEROR

Date: 13/9/16.

**Note**

If Certificates One or Two have been completed, this transfer does not need to be submitted to the Stamp Office but should be sent directly to the Company or its Registrars.

## Notes for Completion of Stock Transfer Form

**The form must be completed in block capitals and black ink or typed.**

**Note 1** Name of the company in which the shares are held

**Note 2** Type of shares (for example, 'ordinary' 'preference').  
NB. This form can only be used for fully paid shares

**Note 3** Both boxes must be completed  
Left hand box – number of shares and amount of each unit in words  
Right hand box – as above but in figures

**Note 4** Full name of the registered holder(s) of the shares, i.e. the person(s) transferring the shares.  
Please use the same wording as on the share certificate(s).

If the registered shareholder is deceased, write the full name and address of the deceased, and also the full names of the Personal Representatives.

**Note 5** Signature(s) of the transferor(s). In the case of the company, the form should be executed in this box (sealed and/or signed) in accordance with the articles of the company.

**Note 6** This should be the date on which the stock transfer form is completed.

**Note 7** Full name and title(s) of the person(s) to whom the shares are being transferred. If there is more than one transferee, only the address of the first named needs to be shown.

**Note 8** If the new share certificate is to be sent to someone other than the persons named in the box referred to in Note 7, enter the details here, including any reference.

**Note 9** Certificate One: If the consideration or payment for the transfer is £1,000 or less, the share transfer is exempt from Ad Valorem Stamp Duty, *provided* that Certificate One has been signed.

The Certificate should be signed by the person making the transfer (or their solicitor or agent), and must state the capacity in which they are signing. The date should be the date that the exemption certificate is signed.

If the consideration is more than £1,000, and Certificate Two cannot be completed, stamp duty must be paid. There is a Stamp Office helpline, which can advise the amount of duty payable (see <http://www.hmrc.gov.uk>).

A cheque for the stamp duty should be made out to 'HMRC' and sent with the completed stock transfer form to the Stamp Office. The stock transfer form will be returned after stamping.

**Note 10** Certificate Two: If the transfer is otherwise exempt from stamp duty, OR the consideration given is not a chargeable consideration, complete Certificate Two.

As above, the Certificate should be signed by the person making the transfer (or their solicitor or agent), and must state the capacity in which they are signing. The date should be the date that the exemption certificate is signed.

The form **does not need to be submitted to the Stamp Office**, but should be sent direct to the Company or its registrars, in the following circumstances:-

- (a) Certificate 1 or Certificate 2 have been completed, or
- (b) No consideration is given for the shares (in which case, write 'nil' in the consideration box), it is not necessary to complete either certificate..

If a relief from Stamp Duty is being claimed, the completed stock transfer form, together with details of the relief claimed must be sent to HMRC for stamping.

**CHECK**

1. Have you signed and dated the form? You will need to sign only once if the transaction is more than £1,000 (on the front) or sign twice if the transaction is £1,000 or under (on the front and back).
2. Have you inserted the amount / number of shares to be transferred in both words and figures?
3. Have you attached all the relevant share certificates?

## CLEARWATER VEHICLES LIMITED

(Company number 8569973)

Minutes of a meeting of the board of directors of CLEARWATER VEHICLES LIMITED (the "Company") held at UNIT 4 CLEARWATER BUSINESS PARK, FRANKLAND ROAD BLAGROVE, SWINDON, SN5 8YZ on

PRESENT	NAME	POSITION
	Richard King	Director
	Stuart Morgan	Director
	Michael King	Director

### 1. CHAIRMAN

It was resolved that Richard King would be elected as chairman of the Company and Richard King took the chair of the meeting.

### 2. NOTICE AND QUORUM

The chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairman declared that the meeting was open.

### 3. DECLARATIONS OF INTEREST

Each director present at the meeting disclosed in full every direct or indirect interest in the proposed arrangements that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

### 4. TRANSFER OF SHARES

There was produced to the Meeting the following transfers of 100,000 class B Preference Shares in the capital of the Company:-

**Transferor:** Trustees of the Carlton James Retirement Fund

**Transferee:** Trustees of the Magnolia Trustee Scheme

**No of Shares:** 100,000 of one pound each

IT WAS RESOLVED that such Transfer be approved and such Transferee be registered in the statutory books of the Company and that a share certificate be issued in the name of the Transferee by being signed by two directors.

### 5. CLOSE

There was no further business and therefore the chairman declared that the meeting was closed.

  
.....  
Chairman

5 Hubble View  
Swindon  
SN25 2JD

Pension Practitioner .Com  
Daws House  
33-35 Daws Lane  
London  
NW7 4SD

Date:

Dear Sirs,

CARLTON JAMES RETIREMENT FUND

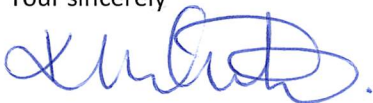
I wish to exercise my right to a statutory transfer of the whole of the value of my individual account to the Magnolia Trustee Scheme to acquire equivalent transfer credits by the Trustees of the Magnolia Trustee Scheme.

Please accept this letter as my consent and authority to arrange for this transfer.

In consideration of this transfer, I discharge all of the Trustees of the Carlton James Retirement Fund of all rights and contingent rights that I am and my beneficiaries have in this Scheme.

I resign as a trustee of the scheme with effect from the pension transfer date.

Your sincerely



**Karen Winter**