

### PART III

## CALCULATION OF SOLVENCY MARGIN

1. The solvency margin of an insurer shall be calculated in the manner specified in the following table:-

### CALCULATION OF SOLVENCY MARGIN

#### A - SHAREHOLDERS' FUNDS AND GENERAL BUSINESS

Shareholders' funds as shown by audited (non-consolidated)  
balance sheet (note i)

X

Undisclosed reserves included in:

Provision for claims

X

General business fund

X

X

Adjustment of assets to market value (note ii)

X

X

Adjustments on restatement of assets in accordance  
with Part II of Schedule 7

1. Investments (other than land and buildings)

(X)

2. Land and Buildings

(X)

3. Other tangible assets

(X)

4. Assets subject to charge

(X)

5. Intangible assets

(X)

6. Deferred acquisition costs

(X)

7. Debts

(X)

8. Unpaid share capital

X

9. Letters of credit and guarantees (note iii)

X

(X)

Adjusted net assets

X

Required minimum margin for general business (note iv)

(X)

Excess over required minimum margin

X

#### B - LONG-TERM BUSINESS

Quantified actuarial surplus in long-term business fund (note v)

X

Surplus from Section A (note vi)

X

X

Required minimum margin for long-term business (note iv)

(X)

Excess over required minimum margin

X

NOTES:

- (i) In the application of this Part to mutual associations, references to “shareholders' funds” and “general business insurance provisions and funds” shall be construed as references to “the sum of the guarantee fund and the reserves” and “the fund available for outstanding and unreported claims” respectively.
- (ii) Where investments or land and buildings are stated in the shareholders' accounts at an amount less than market value, an adjustment to market value may be included in the calculation of adjusted net assets for solvency margin purposes (subject to any restriction on admissibility in accordance with Part II of Schedule 7).
- (iii) Issuing body to be specified.
- (iv) Detail of calculation to be shown.
- (v) As certified by the actuary to the insurer.
- (vi) The amount to be entered at this line will, in the case of a company not writing general business, be the amount of the net assets of the company (excluding those attributed to the long-term fund) adjusted in accordance with Part II of Schedule 7.

## **Regulation 17**

### **SCHEDULE 8**

#### **Register of Authorised Insurers**

1. Name of Authorised Insurer
2. Address of Registered Office
3. Date of Authorisation
4. Categories and classes of insurance for which authorisation is granted
5. Date and details of any amendment to original authorisation
6. Conditions, if any, attaching to authorisation
7. Name of Insurance Manager (if appointed)
8. Name of Auditor

**Regulation 18**

**SCHEDULE 9**

**PART I**

**Application for Insurance Permit**

To: The Insurance Supervisor

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(State name of the company (or proposed company) for which a permit is required)

On behalf of the above company I hereby apply for the issue of a permit under Section 25 of the Insurance Act 1986 to carry on an insurance business in or from the Isle of Man.

I declare that the information given in the Appendix hereto is correct to the best of my knowledge and belief.

I agree to furnish any further information which the Insurance Supervisor may require when considering this application.

Date: \_\_\_\_\_ Signed \_\_\_\_\_

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(State in full the name and address of the applicant and the capacity in which he makes the application)

## APPENDIX

1. Name of company \_\_\_\_\_
2. Address of registered office \_\_\_\_\_  
\_\_\_\_\_
3. Date, place and number of incorporation \_\_\_\_\_
4. Business address in the Isle of Man \_\_\_\_\_  
\_\_\_\_\_
5. Country in which authorised to carry on an insurance business \_\_\_\_\_
6. Licence No. and date of issue \_\_\_\_\_
7. If NOT a UK authorised insurer state the date on which and the year for which audited annual accounts were last submitted to the supervisory authority and provide a copy of the accounts \_\_\_\_\_  
\_\_\_\_\_
8. Classes of insurance business which the Company is authorised to carry on \_\_\_\_\_
9. Classes of insurance business for which a permit is required \_\_\_\_\_
10. Projected premium income, gross and net of reinsurance, in respect of business carried on in or from the Isle of Man \_\_\_\_\_
11. Projected profit (loss) before taxation for the same period \_\_\_\_\_
12. Name of the senior executive in the Isle of Man \_\_\_\_\_
13. Number of staff employed in the Isle of Man \_\_\_\_\_
14. If the company does not have a business in the Isle of Man state the name(s) of its main agents in the Island \_\_\_\_\_  
\_\_\_\_\_
15. State the returns made or to be made to Government departments in the Isle of Man and the person responsible for making them \_\_\_\_\_  
\_\_\_\_\_

Note: If the applicant is not an insurer authorised by a Member State of the E.E.C., complete also the Appendix to Schedule 1 and provide the information set out in Part II to that Schedule.

## **PART II**

### **Register of Permit-holders**

1. Name of permit-holder.
2. Business address in the Isle of Man.
3. Principal business address.
4. Country of incorporation.
5. Classes of insurance business carried on.

**Regulation 19**

**SCHEDULE 10**

**PART I**

**DETAILS TO BE SUPPLIED WITH APPLICATION FOR REGISTRATION AS INSURANCE MANAGER**

1. Name.
2. Business Address.
3. If a company, state
  - (a) date and number of incorporation
  - (b) authorised share capital
  - (c) paid up share capital
  - (d) relationship, if any, with any other company and particulars of connected companies.
4. For each director, partner and senior officer state
  - (a) Name and any previous name
  - (b) Private Address
  - (c) Nationality and any previous nationality
  - (d) Insurance experience
  - (e) Other business experience
  - (f) Professional qualification.
5. Particulars of any business, other than insurance management carried on or to be carried on.
6. For each insurance company managed or to be managed or for which a management service is, or is to be, provided state
  - (a) Name and country of incorporation
  - (b) Country in which the company is licensed as an insurer.
7. Name of Auditor in the Isle of Man.
8. If the Company or person making this application is protected by Professional Indemnity insurance please state name of insurer, indemnity limit and renewal date.
9. Estimate of staff numbers two years hence, split between
  - (a) managerial/professional including trainees
  - (b) secretarial/clerical.

I declare that the information given in this application is correct to the best of my knowledge and belief.

Date \_\_\_\_\_ Signed \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(State the capacity in which this application is made)

## PART II

### **Register of Insurance Managers**

1. Name of Manager.
2. Business Address.
3. Name of the senior representative resident in the Isle of Man.
4. Name of each insurer managed in or from the Isle of Man.
5. Name and country of each insurer not authorised in the Isle of Man but managed on or from the Island.

**SCHEDULE 11**

**PART 1**

**Application form for consent for an offshore insurer to be continued as a company in the Island**

To the Insurance Supervisor

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(State name of the company for which a consent is required)

On behalf of the above company I apply for the grant of consent to be continued in the Island as a company under Part I of Schedule 3A to the Insurance Act 1986.

I declare that the information given in the Appendix hereto is correct to the best of my knowledge and belief.

Date: \_\_\_\_\_ Signed \_\_\_\_\_

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(State in full the name and address of the Applicant and the capacity in which he makes the application)

Note: The Insurance Supervisor may request further information or documents in the course of considering this application.

**APPENDIX**

1. (a) Name of offshore insurer to be continued as a company in the Isle of Man (present time).  
(b) Name to be used by the continued company in the Isle of Man (if different from above).
2. Address of registered office in country or territory of incorporation.
3. Present business address.
4. Address of proposed registered office in the Isle of Man.
5. Proposed business address in the Isle of Man.
6. Date and number of incorporation.
7. Authorised share capital distinguishing between different classes of shares.
8. Issued share capital.
9. Paid up share capital.
10. State the amount, if any, of share premium and the amount paid up.
11. Give details of any letter of credit to be issued in support of the financing requirement upon continuance.
12. State the amount by which the assets of the company exceed its liabilities (including all contingent or proposed liabilities but not those in respect of share capital).
13. State who holds (a) the legal interest and (b) the ultimate beneficial interest in the shares of the company.
14. State whether the company has a parent, and if so, give the name and country or territory of incorporation of the ultimate holding company and any intermediate holding company.

15. State whether the company has any subsidiary companies, and if so, give names, activities and percentage of their equity.

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16. State whether the company has any associated companies, and if so, give (a) names, (b) activities, and (c) the proportion of the nominal value of each class of shares held by the applicant.

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17. Date of authorisation to carry on insurance business in country or territory of incorporation.

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18. State whether authorisation is sought for class 11 (reinsurance - but only in respect of contracts with associated companies or members of a common industry or association) or class 12 (restricted category) of the classes of insurance business set out in regulation 2(2) of the Insurance Regulations 1986.

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19. State whether any part of the insurance business presently carried on by the company falls outside the class for which authorisation is sought ("the excluded business") and, if so (a) give full particulars of the excluded business; and (b) state the arrangements for dealing with the excluded business upon continuance.

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20. State the present sources of business and the approximate percentage obtained from each source.

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21. State any changes in the sources of business and the appropriate percentage expected from each source upon continuance.

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22. State details of the anticipated net retentions for each class of business for which underwriting authority is sought, during the forthcoming underwriting year.

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23. State the nature and extent of the existing or proposed reinsurance arrangements for each class, giving the fullest details of such reinsurance support including details of reinsurers writing 10% or more of any contract.

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24. Describe fully the intermediate processes which may occur between the payment of a premium by an original Insured and the receipt of funds by the company. Describe in particular any route involving an underwriting agent. Give the name and address of the underwriting agent.

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25. State the date on which the company's financial year (a) ends at present and (b) will end upon continuance.

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26. Indicate (a) the manner in which the funds of the company are presently invested (b) any proposed changes in the manner of investing the existing funds of the company upon continuance and (c) the intended areas of investment of future funds.

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27. State whether the company (a) has made or (b) proposes making, any loans to its directors, managers, or associated companies, and if so, give particulars.

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28. State, in respect of each of (a) the existing directors and the secretary of the company, and (b) any new directors or secretary to be appointed upon continuance, the following particulars -

- (a) Name
- (b) Private address
- (c) Nationality
- (d) Insurance experience
- (e) Other business experience
- (f) Professional qualifications

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In addition state particulars of all previous changes in the name or nationality of each of the directors and secretary.

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29. Where the company's activities are managed by another person, give details.

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30. Where the company's activities are to be amended by another person upon continuance, give details.

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31. State particulars of any association which exists or which is proposed to exist between the directors or controller of the company and any person who acts or will act as an insurance broker, agent, loss adjuster or reinsurer for the company or as an underwriting agent referred to in the information given under 24 above.

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32. State the number of staff the company proposes to employ in the Isle of Man in the next three years, and the estimated annual costs thereof.

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33. State the name and address of -

- (a) the company's auditors
- (b) the company's appointed actuary (if applicable)
- (c) the company's legal advisers
- (d) the company's bankers

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34. State the name and address of the following to be appointed in respect of the continued company -

- (a) the company's auditors
- (b) the company's appointed actuary (if applicable)
- (c) the company's advocates
- (d) the company's bankers

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## PART II

### Supplementary documents and information to accompany applications

1. A questionnaire in the form set out in Schedule 2 to the Insurance Regulations 1986, completed by every individual who is or will be, director, controller, chief executive or manager of the applicant.
2. A copy of the existing memorandum and articles of association of the applicant (or the analogous constitutional documents).
3. A copy of the certificate of incorporation of the company.
4. A copy of the present insurance authorisation or licence.
5. A copy of the memorandum of continuance.
6. A copy of the new articles of association to be adopted upon continuance.
7. Particulars of any charges created by the company to which Section 79 of the Companies Act 1931 would apply if the company had been incorporated in the island.
8. Copies of notices given to all persons having an interest in any charge referred to in the information given under 5 above.
9. A copy of the audited financial statements of the company prepared for a period ending within twelve months of the date of the application.
10. A 3 year business plan containing -
  - (a) Projected Revenue or Fund Account(s), Profit and Loss account and Balance Sheet giving details as required in the prescribed formats;
  - (b) in the case of an insurer intending to carry out restricted long term business, an estimate of new business premium volumes and a projected profit profile for each type of product;
  - (c) a cash flow projection; and
  - (d) a statement of the principal assumptions on which the business plan has been prepared.
11. Confirmation by the auditors that they -
  - (a) have accepted, or are prepared to accept, appointment;
  - (b) carry Professional Indemnity insurance for not less than £10 million; and
  - (c) consider the information provided in respect of the Business Plan to have been properly prepared on the basis of the assumptions made by the directors of the company.
12. If the company is to carry on restricted long-term business confirmation by the actuary that he -
  - (a) has accepted, or is prepared to accept, appointment and is qualified to do so;
  - (b) considers the financing of the company to be sufficient to cover both technical reserves and the required margin of solvency during the first three financial years following authorisation; and
  - (c) agrees with the information provided in the Business Plan in so far as it relates to long-term business.
13. A copy (or draft) of any inwards reinsurance contract, binding authority or agency agreement that has been (will be) entered into.
14. A copy (or draft) of any agreement with persons (other than employees) who will manage the business of the company.
15. Where the applicant is a subsidiary company, a copy of the accounts of the parent company made up to a date not more than 15 months before the date of the application.

**PART III**

**FORM ONE**

**A COMPANY LIMITED BY SHARES  
MEMORANDUM OF CONTINUANCE**

**THE INSURANCE ACT 1986  
THE COMPANIES ACT 1931 - 1993**

**PART A**

1. The name of the Company from the date of continuance is:  
[Limited]
  
2. The Company is a private/public company.
3. The liability of the members is limited.
4. Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance -  
or  
There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance.  
[delete as appropriate]  
[Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986].
  
5. The share capital of the Company is [ ] divided into [ ]  
shares of [ ] each.
  
6. The Company was incorporated in [ ] on the [ ]  
day of [ ] as [insert name] with Registered Number [ ] and  
immediately preceding the date of continuance was registered under the name  
[ ].

**Adopted by Special Resolution of the Company on [ ]**

The summary of capital and shares; the particulars of the shareholders, directors and secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situation of the Registered Office of the Company are set out in Part B.

Signed on behalf of the Company by:

\_\_\_\_\_ (Director)

\_\_\_\_\_ (Director or Secretary)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 200 \_\_\_\_\_

**Memorandum of Continuance - Part B**

**SECTION ONE**

**PARTICULARS OF THE DIRECTORS**

PARTICULARS TO BE PROVIDED IN RESPECT OF EACH PERSON WHO IS A DIRECTOR

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

## **PARTICULARS OF SECRETARY**

| Name    | Former name(s) |
|---------|----------------|
|         |                |
| Address |                |
|         |                |

I hereby consent to act as Secretary of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

### **STATEMENT OF INDEBTEDNESS IN RESPECT OF MORTGAGES AND CHARGES**

Total amount of the indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar of Companies [ \_\_\_\_\_ ]

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### **INTENDED SITUATION OF REGISTERED OFFICE**

The intended situation of the Registered Office of the Company on continuance is as stated below -

## SECTION TWO

### SUMMARY OF CAPITAL AND SHARES

Nominal Share Capital [ \_\_\_\_\_ ] divided into [ \_\_\_\_\_ ] Shares of [ \_\_\_\_\_ ] each

Number of shares of each class taken up to the date of this Memorandum \_\_\_\_\_

Number of shares of each class issued subject to payment wholly in cash \_\_\_\_\_

Number of shares of each class issued as fully paid up otherwise than in cash \_\_\_\_\_

Number of shares issued as partly paid up to the extent of \_\_\_\_\_ per share otherwise than in cash \_\_\_\_\_

Number of shares (if any) of each class issued at a discount \_\_\_\_\_

Amount of discount on the issue of shares which has not been written off at the date of this return \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

Total amount of calls received, including payments on application and allotment £ \_\_\_\_\_

Total amount (if any) agreed to be considered as paid on \_\_\_\_\_ shares which have been issued as fully paid up otherwise than in cash £ \_\_\_\_\_

Total amount (if any) agreed to be considered as paid on \_\_\_\_\_ shares which have been issued as partly paid up to the extent of \_\_\_\_\_ per share otherwise than in cash £ \_\_\_\_\_

Total amount of calls unpaid £ \_\_\_\_\_

Total number of shares of each class forfeited £ \_\_\_\_\_

Total amount paid (if any) on shares forfeited £ \_\_\_\_\_

Total amount of shares for which share warrants to bearer are outstanding £ \_\_\_\_\_

Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind \_\_\_\_\_

## PARTICULARS OF THE SHAREHOLDERS

| Name and Address | No. of Shares held | Type of Shares | Denominations |
|------------------|--------------------|----------------|---------------|
|                  |                    |                |               |

NOTE: Section Two is not applicable in the case of a company not having a share capital.

### NOTES

1. Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. "Christian name" includes a forename, and "surname" in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation which is a secretary, its corporate name must be given.
2. In the case of an individual, any former Christian names and surname must be given in addition. The expression "Christian name" includes a forename.  
"Former Christian name" and "former surname" do not include:
  - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than 20 years; or
  - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.
3. Usual residential address must be given or, in the case of a corporation which is a secretary, the registered or principal office.
4. In the case of an individual who has no Business Occupation, but holds any other directorship or directorships, particulars of that directorship or some one of those directorships.
5. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

**FORM TWO**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF CONTINUANCE**

**THE INSURANCE ACT 1986  
THE COMPANIES ACTS 1931 - 1993**

**PART A**

1. The name of the Company from the date of continuance is:  
[Limited]
2. The Company is a private/public company.
3. The liability of the members is limited.
4. Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance  
or  
There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance  
[delete as appropriate]  
[Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986]
5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding [insert limit of liability]) to the assets of the company in the event of its 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 of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
6. The Company was incorporated in [ ] on the [ ] day of [ ] as [insert name] with Registered Number [ ] and immediately preceding the date of continuance was registered under the name [ ]

**Adopted by Special Resolution of the Company on [ ]**

The particulars of the directors and secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situation of the registered office of the Company are as set out in Part B.

Signed on behalf of the Company by:

\_\_\_\_\_ (Director)

\_\_\_\_\_ (Director or Secretary)

Dated this \_\_\_\_\_ Day of \_\_\_\_\_ 200 \_\_\_\_\_

**Memorandum of Continuance - Part B**

**SECTION ONE**

**PARTICULARS OF THE DIRECTORS**

PARTICULARS TO BE PROVIDED IN RESPECT OF EACH PERSON WHO IS A DIRECTOR

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

## **PARTICULARS OF SECRETARY**

| Name    | Former name(s) |
|---------|----------------|
|         |                |
| Address |                |
|         |                |

I hereby consent to act as Secretary of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

### **STATEMENT OF INDEBTEDNESS IN RESPECT OF MORTGAGES AND CHARGES**

Total amount of the indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar of Companies [ \_\_\_\_\_ ]

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### **INTENDED SITUATION OF REGISTERED OFFICE**

The intended situation of the Registered Office of the Company on continuance is as stated below -

**FORM THREE**

**A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL  
MEMORANDUM OF CONTINUANCE**

**THE INSURANCE ACT 1986  
THE COMPANIES ACTS 1931 - 1993**

**PART A**

1. The name of the Company from the date of continuance is: [Limited]
2. The Company is a private/public company.
3. The liability of the members is limited.
4. Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance  
or  
There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance  
[delete as appropriate]  
[Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986]
5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding [insert limit of liability]) to the assets of the company in the event of its 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 of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
6. The share capital of the Company is [ ] divided into [ ] shares of [ ] each.
7. The Company was incorporated in [ ] on the [ ] day of [ ] as [insert name] with Registered Number [ ] and immediately preceding the date of continuance was registered under the name [ ].

**Adopted by Special Resolution of the Company on [ ]**

The summary of capital and shares, the particulars of the shareholders, directors and secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situations of the Registered Office of the Company are as set out in Part B.

Signed on behalf of the Company by:

\_\_\_\_\_  
(Director)

\_\_\_\_\_  
(Director or Secretary)

Dated this \_\_\_\_\_ Day of \_\_\_\_\_ 200 \_\_\_\_\_

**Memorandum of Continuance - Part B**

**SECTION ONE**

**PARTICULARS OF THE DIRECTORS**

PARTICULARS TO BE PROVIDED IN RESPECT OF EACH PERSON WHO IS A DIRECTOR

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

|                |   |
|----------------|---|
| Name           | Business Occupation   |
|                |   |
| Former name(s) | Nationality (and Nationality of origin if other than present Nationality) |
|                |   |
| Address        |   |
|                |   |

I hereby consent to act as director of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

## **PARTICULARS OF SECRETARY**

| Name    | Former name(s) |
|---------|----------------|
|         |                |
| Address |                |
|         |                |

I hereby consent to act as Secretary of the Continued Company

Signature \_\_\_\_\_ Date \_\_\_\_\_

### **STATEMENT OF INDEBTEDNESS IN RESPECT OF MORTGAGES AND CHARGES**

Total amount of the indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar of Companies [ \_\_\_\_\_ ]

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### **INTENDED SITUATION OF REGISTERED OFFICE**

The intended situation of the Registered Office of the Company on continuance is as stated below -

## SECTION TWO

### SUMMARY OF CAPITAL AND SHARES

Nominal Share Capital [ \_\_\_\_\_ ] divided into [ \_\_\_\_\_ ] Shares of [ \_\_\_\_\_ ] each

Number of shares of each class taken up to the date of this Memorandum \_\_\_\_\_

Number of shares of each class issued subject to payment wholly in cash \_\_\_\_\_

Number of shares of each class issued as fully paid up otherwise than in cash \_\_\_\_\_

Number of shares issued as partly paid up to the extent of \_\_\_\_\_ per share otherwise than in cash \_\_\_\_\_

Number of shares (if any) of each class issued at a discount \_\_\_\_\_

Amount of discount on the issue of shares which has not been written off at the date of this return \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

There has been called up on each of \_\_\_\_\_ shares £ \_\_\_\_\_

Total amount of calls received, including payments on application and allotment £ \_\_\_\_\_

Total amount (if any) agreed to be considered as paid on \_\_\_\_\_ shares which have been issued as fully paid up otherwise than in cash £ \_\_\_\_\_

Total amount (if any) agreed to be considered as paid on \_\_\_\_\_ shares which have been issued as partly paid up to the extent of \_\_\_\_\_ per share otherwise than in cash £ \_\_\_\_\_

Total amount of calls unpaid £ \_\_\_\_\_

Total number of shares of each class forfeited £ \_\_\_\_\_

Total amount paid (if any) on shares forfeited £ \_\_\_\_\_

Total amount of shares for which share warrants to bearer are outstanding £ \_\_\_\_\_

Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind \_\_\_\_\_

## PARTICULARS OF THE SHAREHOLDERS

| Name and Address | No. of Shares held | Type of Shares | Denominations |
|------------------|--------------------|----------------|---------------|
|                  |                    |                |               |

NOTE: Section Two is not applicable in the case of a company not having a share capital.

### NOTES

1. Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. "Christian name" includes a forename, and "surname" in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation which is a secretary, its corporate name must be given.
2. In the case of an individual, any former Christian names and surname must be given in addition. The expression "Christian name" includes a forename.  
 "Former Christian name" and "former surname" do not include:
  - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than 20 years; or
  - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.
3. Usual residential address must be given or, in the case of a corporation which is a secretary, the registered or principal office.
4. In the case of an individual who has no Business Occupation, but holds any other directorship or directorships, particulars of that directorship or some one of those directorships.
5. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

**PART IV**

**GENERAL REGISTRY  
ISLE OF MAN**

**Certificate of Registration of  
Memorandum of Continuance**

I certify that in accordance with the provisions of paragraph 3(4) of Schedule 3A to the Insurance Act 1986 I have this day registered the Memorandum of Continuance of

and that from this day the company is a company to which the Companies Acts 1931 to 1993 and all other laws of the Island apply

This \_\_\_\_\_ day of \_\_\_\_\_ 200 \_\_\_\_\_

Chief Registrar  
General Registry

**Application form for consent by an Isle of Man insurance company to be continued in a country or territory outside the island.**

To the Insurance Supervisor

(State the name of the company for which consent is required)

On behalf of the above company I apply for the grant of consent to be continued as a company in a country or territory outside the Island under Part II of Schedule 3A to the Insurance Act 1986.

I enclose the documents referred to in paragraph 8.2 of Schedule 3A to the Insurance Act 1986.

I declare that the information given in the Appendix hereto is correct to the best of my knowledge and belief.

Date: \_\_\_\_\_ Signed \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(State in full the name and address of the applicant and the capacity in which he makes the application)

Note: The Insurance Supervisor may request further information or documents in the course of considering this application.

## APPENDIX

1. Name of Company  

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2. Address of Registered Office  

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3. Business Address  

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4. Country or territory in which company is to be continued.  

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5. State the date from which it is proposed that the company be continued in a country or territory outside the Island.  

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6. State the class or classes of insurance business for which the Company intends to apply for authorisation in a country or territory outside the Island.  

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7. State the arrangements made to deal with the company's insurance business obligations arising out of contracts prior to discontinuance.  

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8. State whether there are to be any changes in the person who holds (a) the legal interest and (b) the ultimate beneficial interest in the shares of the Company upon continuance in a country or territory outside the Island.  

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9. Name and address of person to be appointed as agent for the company in the Island for the service of process.  

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**PART VI**

No.

**GENERAL REGISTRY  
ISLE OF MAN**

**Certificate of Discontinuance**

I certify that in accordance with the provisions of paragraph 10(2) of Schedule 3A to the Insurance Act 1986 I have this day filed the Instrument of Continuance of

issued by

of

and that from this day the Company shall cease to be registered as a company under the Companies Acts 1931 to 1993

This \_\_\_\_\_ day of \_\_\_\_\_ 200 \_\_\_\_\_

Chief Registrar  
General Registry