

ROYAL MAIL GROUP

Company Secretary's Office

Handover of work from RMG Secretariat to POL Secretariat 2012

The following tasks have been handed over to POL Secretariat and responsibility for these activities rests with Post Office Limited from the handover date indicated below.

Task	Handover Date	Company	Activity transferred to Post Office Limited and accepted. Signature
Archive a copy of the POL Board papers and other documents with reference to the POL Company Secretary Retention Schedule.	1 st March 2012	POL	Neil Owen (RMG) to print out hard copies and archive POL papers up to September 2011. Tracy Abberstein (POL) to print out hard copies and archive POL papers from September 2011 Archiving activities to be undertaken by 1 st March 2012 COMPLETED
Maintain the POL Minute Book. Provide secure environment for its safekeeping.	September 2011	POL	COMPLETED
Manage and support the sub-committees of the Board. Maintain the minute book for any sub-committees of the Board (eg: Audit and Risk Committee, Remuneration Committee and Nominations Committee)	19 January 2012	POL	COMPLETED
Ensure all POL Board and Committee papers are submitted to the secretariat on time for onward circulation to the Board members.	19 January 2012	POL	COMPLETED
Sealing Inform legal services that there will be a change in the authorised signatories for POL deeds (Inform: Toni Lyng, Paul Jessop, Jean Reynolds, Denise Reid, Alva Leigh-Doyle – Bond Pearce) Name of authorised signatory	19 th March 2012	POL (FRES/FRESH/ Midasgrange don't have a Company Seal)	COMPLETED

should appear correctly on attestation clause of documents (eg: franchise agreements) Ensure that deeds (mostly property documents) submitted by either Legal Services or external lawyers are proper to be sealed Ensure that documents follow the correct sign off protocols and contain the correct attestation clause depending on whether they relate to England & Wales or Scotland. Enter on Blueprint. Execute, seal and return documents.	19 th March 2012	POL	
Handover of POL Company Seal Draft Board minute with amended list of authorised signatories. Provide secure environment for the safekeeping of the Company Seal. Ensure an authorised signatory is always available during business hours for urgent documents.	19 th March 2012	POL	COMPLETED
Maintain statutory registers for POL and its subsidiaries (through Blueprint Oneworld).	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Maintain non-statutory registers for POL and its subsidiaries (through Blueprint Oneworld) eg: register of criminal convictions (as notified to the CSO by legal services).	1 st March 2012	POL	COMPLETED
Notify Companies House of all relevant changes to company structure eg: change of capital structure.	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Notify Companies House of changes to company officers within 14 days ie: Directors and Company Secretary.	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
File Annual Return with Companies House within 28 days of the due date.	1 st March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Produce and file other documentation for Companies House in accordance with	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED

Companies Act 2006 eg: amendments to Articles of Association, change of company name etc.			
Provide Company profiles of POL and all relevant subsidiaries for input into Directors' Report for annual accounts (typically requested by Finance colleagues).	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Co-ordinate signoff and signing of statutory accounts for POL and its subsidiary companies in liaison with relevant finance sections. File with Companies House within 6 months of year end for plc and 9 months of year end for limited companies.	1 st March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Maintain list of business critical licences and similar obligations. Liaise with relevant business contacts to ensure obligations are being met.	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Maintain the Blueprint Oneworld Company Secretarial database Incorporate business critical licences and similar obligations into the database.	19 th March 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Access via Companies House website, filed Report and Accounts, Annual Returns, Share Capital revisions etc as required and requested by colleagues within the business.	19 th March 2012	For relevant business contacts at POL/ FRES /FRESH/ Midasgrange	COMPLETED
Set up account with Companies House to allow access and download of company records.	19 January 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED
Set up a webfiling account with Companies House for optional electronic filing of annual returns, appointment forms etc.	19 January 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED and authentication codes supplied
Ensure the requirements of the Business Names Act are met and managed. eg: name of company appears at the registered office,	19 January 2012	POL/ FRES /FRESH/ Midasgrange	COMPLETED

consent is obtained for incorporation of Companies containing sensitive names etc.			
Maintain a personal file for each POL Board Director containing a CV, press release, photograph, salary/bank details, service contract, company appointment forms and copies of any other relevant notifications made to the various regulatory bodies eg: OFT, SIA, HMRC.	19 January 2012	POL/ FRES /FRESH/ Midasgrange	RMG to hand over Director file for Paula Vennells upon her resignation from RMH Board.
Maintain and manage POL's Consumer Credit Licence including notification to the OFT of any changes in POL Directors within 28 days, changes in trading or domain names, changes to the company's registered office etc. Pay Fee every 5 years (next fee due 3 July 2016).	1 st March 2012	POL	RMG to hand over to POL (Alwen Lyons) once the ongoing matter regarding full disclosure of web addresses and domain names has been resolved. 31 domain names have been registered. 9 more remain.
Maintain and track a file of all Directors' expenses. Ensure Company Secretary notes all Directors expenses on a monthly basis. Provide an Annual summary of monthly Directors' expenses for review by the Audit and Risk Committee.	19th January 2012	POL Consider also FRES /FRESH/ Midasgrange	
Prepare ECR forms for fees payable in accordance with the contracts for Non-Executive Directors. Check their pay slips.	19th January 2012	POL	
Prepare and submit nominations for the Queen's Honours and Royal Garden Parties.	As the requests come in from BIS	POL	Andrew Poole will contact POL at the appropriate time.

Important Note: Most of the listed handover dates above are contingent on POL successfully implementing Blueprint Oneworld by March 2012 and training having been received by its users.

ANNEX

Post Office Limited

Physical Files, Registers, Documentation and Seal for Handover from Royal Mail Group Company Secretary's Office

- Minute Books – POL, FRES, FRESH, Midasgrange – handed over 19th March.
- Company Files - POL, FRES, FRESH, Midasgrange – 19th March
- Register of Sealings – POL – 19th March
- Consumer Credit Licence File - POL – once issue regarding web addresses and domain names resolved
- Blueprint Data - POL, FRES, FRESH, Midasgrange – 19th March
- Summary table of Business Critical Licences and similar obligations – 19th March
- POL Company Seal – 19th March
- Share Certificates POL, FRES, FRESH, Midasgrange – 19th March
- Document Retention Schedule – now

Handover 19th March 2012

Encrypted CD copy of electronic copies of POL Board minutes and papers and other miscellaneous documents

FRES Share Certificate

POL Company Seal

To follow on

Company Files for POL, Midasgrange, FRES and FRESH

Consumer Credit Licence File - POL – once issues regarding web addresses and domain names resolved