

**Declaration of Directors to accompany a notification of  
conversion of a Company into an Incorporated Cell and transfer  
to an Incorporated Cell Company**

Pursuant to section 25(7)(e) and 25(9) of the Incorporated Cell Companies Act 2010  
To be completed by each Director of the Company and each Director of the  
Incorporated Cell Company

Name of Company	Company number

Name of Incorporated Cell Company	Company number

The undersigned, being all of the Directors of the Company and the Incorporated Cell Company, hereby declare that we each believe, on reasonable grounds, that –

- (a) the non-cellular Company is able to discharge its liabilities as they fall due;
- (b) the transfer agreement has been approved in accordance with section 25 of Incorporated Cell Companies Act 2010; and
- (c) the requirements of section 25 of Incorporated Cell Companies Act 2010 have been fulfilled.

.....  
(Signed)

.....  
(Date)

.....  
(Print Full Name)

.....  
Director of: Company\* / ICC\* / both\*

.....  
(Signed)

.....  
(Date)

.....  
(Print Full Name)

.....  
Director of: Company\* / ICC\* / both\*

.....  
(Signed)

.....  
(Date)

.....  
(Print Full Name)

.....  
Director of: Company\* / ICC\* / both\*

If insufficient space is provided, please attach a separate sheet of paper.