

# OTHER NOTICES

## COMPANY LAW SUPPLEMENT

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## THE UNIVERSITY OF OXFORD PUBLIC PROCUREMENT

On the basis of its accounts, forecasts and other financial information, the University of Oxford has calculated that less than half of its income for the budgetary year 1 August 2023 to 31 July 2024 will be public funding derived from public sources. Consequently the University of Oxford will not be a 'contracting authority' for the purposes of the Public Contracts Regulations 2015 and the Concession Contracts Regulations 2016 (as amended) during that budgetary year. Procurement contracts awarded during the year will not therefore fall within the scope of the said Regulations. (4374177)

## WRITTEN SPECIAL RESOLUTION OF THE MEMBERS OF EVERSHEDS SUTHERLAND (LUXEMBOURG) LLP (THE "LUXEMBOURG LLP")

Dated 28 February 2023

### 1. BACKGROUND

1.1 It is noted that:

1.1.1 the Luxembourg LLP currently carries on the activities of a law firm (*société d'avocats*) in Luxembourg and is admitted to the Luxembourg Bar in accordance with the provisions of the Luxembourg law dated 10 August 1991 on the profession of lawyer, as amended from time to time (the "**1991 Law**");

1.1.2 a new operational structure is being implemented involving Eversheds Sutherland (Luxembourg) S.C.S., a limited partnership (*société en commandite simple*) (the "**SCS**"), of which Luxembourg LLP is the sole limited partner, and Eversheds Sutherland (Luxembourg) GP S.à r.l., a private limited liability company (*société à responsabilité limitée*) ("**GP SARL**"), is the general partner. The shareholders in GP SARL are the current Luxembourg-based partners of Luxembourg LLP (the "**Luxembourg Partners**"), being XXX, XXX, XXX and XXX, as well as XXX and XXX, all holding shares in equal proportions. It is proposed that the SCS will carry on the Luxembourg LLP's activities as a law firm in Luxembourg following the completion of a universal business transfer of the business and assets of Luxembourg LLP to the SCS under Luxembourg law;

1.1.3 in connection with establishing this structure, it is necessary to approve and adopt an amended LLP Agreement in relation to the Luxembourg LLP (substantially in the form annexed to this resolution) (the "**Amended LLP Agreement**") to reflect the fact that, following the Transfer becoming effective on the Effective Date (as defined in paragraph 1.1.7 below), rather than being the law firm (*société d'avocats*) in Luxembourg, the Luxembourg LLP will be the limited partner of the SCS, which will carry on the activity of a law firm (*société d'avocats*) admitted to the Luxembourg Bar in accordance with the 1991 Law (the "**Activity**");

1.1.4 in connection with establishing this structure, it is necessary, in accordance with articles 1050-1 to 1050-9 of the law of 10 August 1915 on Commercial Companies, as amended (the "**1915 Law**"), for the Luxembourg LLP to assign and transfer its professional estate, consisting of the exercise of the Activity, together with the related assets and liabilities (the "**Professional Estate**"), to the SCS (the "**Transfer**");

1.1.5 in connection with the Transfer, Luxembourg LLP and the GP SARL, as the sole managing general partner of the SCS, in accordance with article 1050-1 to 1050-9 of the Law, had approved a universal professional estate transfer project in respect of the Activity and the Professional Estate on 21 December 2020 (the "**Transfer Project**") and which, in accordance with article 1050-9 of the 1915

Law, was published in the *Recueil Electronique des Sociétés et Associations* and the London Gazette. The Transfer was subject to a condition precedent that the SCS be admitted to List V of the *Tableau de l'Ordre des Avocats du Barreau de Luxembourg* in accordance with the 1991 Law and it is noted that this condition precedent has now been fulfilled;

1.1.6 the partners of the SCS are required to provide certain approvals, and pass certain resolutions, in connection with the Transfer and its consequences;

1.1.7 in accordance with article 1050-7 of the 1915 Law, the Transfer will become effective as between the Luxembourg LLP and the SCS (the "**Effective Date**") on the date on which the Transfer is approved by the respective members of the Luxembourg LLP and the partners of the SCS (either by way of an extraordinary general meeting or a written resolution of the Partners, as the case may be); and

1.1.8 as of the Effective Date, the Activity and the Professional Estate will be transferred to the SCS as a universal transfer by operation of law (*transmission universelle*).

1.2 Accordingly, it is further noted that the purpose of this resolution, to be passed as a Special Resolution (in accordance with clauses 9.6 and 9.7 of the LLP Agreement), is to:

1.2.1 approve the Transfer in accordance with articles 1050-1 to 1050-9 of the 1915 Law;

1.2.2 approve certain updates being made to the Transfer Project from an accounting and tax perspective, including the deemed time at which the Transfer becomes effective from an accounting and tax perspective (being 24:00 (CET) on 28 February 2023) and the values of the assets to be transferred and liabilities to be assumed pursuant to the Transfer (in each case as set out in the detailed written joint report of the managing general partner of the SCS and the managing body of the Luxembourg LLP, being the Management Committee, setting out the legal and economic rationale for the proposed Transfer and certain updates to be made to the Transfer Project (the "**Joint Report**");

1.2.3 approve the Transfer Project (subject to the updates referred to in paragraph 1.2.2 above);

1.2.4 approve and adopt the Amended LLP Agreement; and

1.2.5 approve certain ancillary matters in connection with the above.

### 2. RESOLUTIONS

2.1 It is UNANIMOUSLY RESOLVED AND CONFIRMED THAT:

2.1.1 the Transfer be and is hereby approved for the purposes of articles 1050-1 to 1050-9 of the 1915 Law; 2.1.2 the relevant updates to the Transfer Project (as set out in the Joint Report), including (without limitation):

2.1.2.1 that the Transfer shall be deemed to be effective from an accounting and tax perspective from 24:00 (CET) on 28 February 2023 (the "**Effective Time**");

2.1.2.2 that the aggregate value of the net assets transferred pursuant to the Transfer as at the Effective Time be and is €112,937, be and are hereby approved;

2.1.3 the consideration for the Transfer shall remain outstanding as an intercompany debt due from the SCS to the Luxembourg LLP payable by the SCS on demand but not carrying interest;

2.1.4 subject to the updates referred to in paragraph 2.1.2 above, the Transfer Project be and is hereby approved; and

2.1.5 the Amended LLP Agreement be and is hereby approved and adopted, conditional on, and with effect from, the Transfer becoming effective at the Effective Time.

Signed by the Partners of Eversheds Sutherland (Luxembourg) LLP:

Date: 28 February 2023

### ANNEX

#### AMENDED LLP AGREEMENT

(4374178)