



00224092

21

Statement of first directors and secretary
and intended situation of registered office

This form should be completed in black

Company name (in full)

CN

for official use

Moyne Shelf Company (No. 223) Limited

Registered office of the company on incorporation

RO

21 Arthur Street

Post Town Belfast

County/Region Antrim

Postcode BT1 4GA

If the memorandum is delivered by an agent for the
subscribers of the memorandum mark 'x' in the box
opposite and give the agents name and address

X

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT

Name Richard Fulton

RA

21 Arthur Street 14 AUG 2006

Post Town Belfast

County/Region Antrim

Postcode BT1 4GA

POST RECEIVED
COMPANIES REGISTRY

Number of continuation sheets attached

To whom should Companies Registry direct any
queries about the information shown on this form?

Mills Selig

21 Arthur Street

Belfast

Telephone 02890 243878

Postcode BT1 4GA

Extension RF/MI

Company Secretary

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

☐ CS ☐ Moyne Secretarial Limited

☐ AD ☐ 21 Arthur Street

Post town ☐ Belfast

County/Region ☐ Antrim

Postcode ☐ BT1 4GA Country ☐ Northern Ireland

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date ☐ 04.08.2006

Directors

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

☐ CD ☐ Moyne Nominees Limited

☐ AD ☐ 21 Arthur Street

Post town ☐ Belfast

County/Region ☐ Antrim

Postcode ☐ BT1 4GA Country ☐ Northern Ireland

Date of birth

☐ DO ☐ ☐ ☐ ☐ Nationality ☐ AD

Business occupation

☐ OC

Other directorships

☐ OD

*Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed

Date ☐ 04.08.2006

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

AD

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers

Date 04.08.2006

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.

2. 'Director' includes any person who occupies the position of a director, by whatever name called.

3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian names) or surname(s).

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) in the case of a peer or a person usually known by a British title different from this surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, through- out that directorship, has been:-

- (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);
- (b) a body corporate of which the company making the return was a wholly-owned subsidiary;
- (c) a wholly-owned subsidiary of the company making the return; or
- (d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

5. Dates of birth must be given for all directors.



00224093

G

COMPANIES FORM No 23

CR 20

**Statutory Declaration of compliance with
requirements on application for
registration of a company**

23

Please do not write in
this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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Name of company

* insert full name
of company***Moyne Shelf Company (No. 223) Limited**I Richard Fulton
of 21 Arthur Street, Belfast, BT1 4GA

^ delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]^ [person named as director or secretary of the company in the statement delivered to the registrar under Article 21(2)]^ and that all the requirements of the above Order in respect of the registration of the above company and of matters precedent and incidental to it have been complied with. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 13 Lennox Dr

Agar

the 8th day of Agar

Two thousand and six

before me J. J. J.

Declarant to sign below

A Commissioner for Oaths or Notary Public or Justice
of the Peace or Solicitor having the powers conferred
on a Commissioner for Oaths.

Presentor's name, address and
reference (if any):Mills Selig
21 Arthur Street
Belfast
BT1 4GA
Ref: RF/MT

For official use

Public Office

New Companies Section

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT

14 AUG 2006

POST RECEIVED
COMPANIES REGISTRY



The Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

Moyne Shelf Company (No. 223) Limited

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24 and 64 of Table A shall not apply to the Company.

SHARES

3.
 - (i) Subject to any direction to the contrary that may be given by the Company in general meeting the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities [as defined by Article 90 of the Companies (Northern Ireland) Order 1986] of the Company to such persons and generally on such terms and conditions as the Directors think proper.
 - (ii) The general authority conferred by paragraph (i) of this article shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the fifth anniversary of the date of incorporation of the Company, unless renewed, varied or revoked by the Company in general meeting.
 - (iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of

such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- (iv) Article 99(1) of the Companies (Northern Ireland) Order 1986 shall not apply to any allotment of shares in the Company.
- 4. In Regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted.
- 5. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
- 6. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.
- 7. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.
- 8. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale. In the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members of the Company pro rata to the number of shares held by them respectively. If the Directors fail for the space of twenty eight days to find a member willing to purchase the share or shares may be disposed of as if these provisions had not been made.
- 9. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and purchaser respectively.
- 10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be more than six. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
12. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and Regulation 94 of Table A shall be modified accordingly.
13. Paragraph (e) of Regulation 81 of Table A shall not apply to the Company.
14. Regulations 73 to 78, and 80 of Table A shall not apply to the Company.
15. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
16. In Regulation 79 of Table A the words from "and shall not be taken into account" to the end of the sentence shall be omitted.

DIRECTOR'S MEETINGS

17. Any Director may participate in a meeting of the directors by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.
18. A resolution agreed by all the directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or any other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.

BORROWING POWERS

19. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Article 90 of the Companies Order (Northern Ireland) 1986, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

INDEMNITY

20. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities [including any such liability as is

referred to in Section 675 of the Companies (Northern Ireland) Order 1986] which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Article 675.

PENSION AND SUPERANNUATION FUNDS

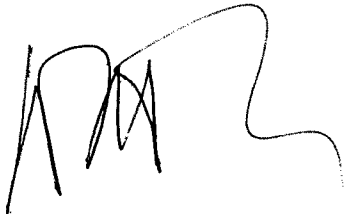
21. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants, and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.
22. If the Company shall be wound up the liquidator may with any sanction required by the Companies (Northern Ireland) Order 1986 divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For Moyne Nominees Limited
Registered Office
21 Arthur Street
Belfast BT1 4GA

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a vertical line and a horizontal stroke.

For Moyne Secretarial Limited
Registered Office
21 Arthur Street
Belfast BT1 4GA

A handwritten signature in black ink, featuring a large, stylized 'M' followed by a vertical line and a horizontal stroke.

Dated the 4 August 2006

Witness to the above Signatures:

Evelyn Carleton
Secretary
21 Arthur Street
Belfast
BT1 4GA



COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM

-and-

ARTICLES OF ASSOCIATION

-of-

Moyne Shelf Company (No. 223) Limited

**MILLS SELIG
SOLICITORS
21 ARTHUR STREET
BELFAST
BT1 4GA
TEL 02890 243878
FAX 02890 231956**

No. NI

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that Moyne Shelf Company (No. 223) Limited is this
day Incorporated under the Companies (Northern Ireland) Order 1986 and that the
Company is Limited.

GIVEN under my hand at Belfast, this day of Two thousand and six.

Assistant Registrar of Companies for Northern Ireland

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

Moyne Shelf Company (No. 223) Limited

1. The name of the Company is "Moyne Shelf Company (No. 223) Limited".
2. The Registered Office of the Company is to be situated in Northern Ireland.
3.
 - (a) The object for which the Company is established is to carry on business as a general commercial company.
 - (b) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the installment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description, and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.
 - (c) To carry on all or any or any one or more of the foregoing businesses, other wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.

- (d) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or as extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the assets, property or rights of the Company
- (e) To apply for, purchase, hire, take on lease, or in exchange or otherwise acquire and hold for any estate or interest, any land, buildings, offices, shops, factories, works storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (g) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (h) To manage, develop, improve, turn to account, exchange mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing any debentures, debenture stock,

notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.

- (j) To guarantee support or secure whether by covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Article 4 of the Companies (Northern Ireland) Order 1986 or another subsidiary as defined by the said Article the Company's holding company or otherwise associated with the Company in business.
- (k) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support and subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the Property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.
- (p) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance with any company,

firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.

- (q) To pay for any property or rights acquired by this Company, either in cash payable as lump sum or by instalments or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (r) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have power of disposing.
- (s) To act as director of any company whether a subsidiary or associated company or otherwise.
- (t) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers, or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.
- (u) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital or both, or any such other special privilege or advantage over any shares previously

issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company from time to time determine.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, Addresses and
Descriptions of Subscribers

Taken by Each
Subscriber

For Moyne Nominees Limited
Registered Office
21 Arthur Street
Belfast BT1 4GA



1

For Moyne Secretarial Limited
Registered Office
21 Arthur Street
Belfast BT1 4GA



1

Total Shares taken:

2

Dated the 4 August 2006

Witness to the above Signatures:

Evelyn Carleton
Secretary

21 Arthur Street
Belfast
BT1 4GA



NI060917

I HEREBY CERTIFY that

Moyne Shelf Company (No. 223) Limited

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the TWENTIETH day of
SEPTEMBER two-thousand and SIX

Geraldine Gough
for Registrar of
Companies for Northern Ireland



NI060917

I HEREBY CERTIFY that

Moyne Shelf Company (No.223) Limited

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Given under my hand at Belfast, this the TWENTIETH day of
SEPTEMBER two-thousand and SIX

Geraldine Gough
for Registrar of
Companies for Northern Ireland