

### CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

137325

The Registrar of Companies for Scotland hereby certifies that

#### SEA CONTAINERS FERRIES SCOTLAND LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the

25 MARCH 1992

JOSE COLATER

A Registrar of Companies





### COMPANIES FORM No. 12

REF: FJD/JACA/SJ60-049

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



are do not ili in Margin Pursuant to section 12(3) of the Companies Act 1985

margin					
dse complete bly, preferably	To the Registrar of Companies (Address overleaf)	For official use	127226		
black type, or d block lettering	Name of company	<u> </u>	7.0 (1)		
	SEA CONTAINERS FERRIÉS SCOTLAN	ID LIMITED			
sert full Sme of Company					
	JOHN AYTON				
	of RICHARDS BUTLER				
elete as ppropriate	do solemnly and sincerely declare that I am  {rxersan xvannetkas director xx seeretanyxofxt				
	хими вкаж отность ком 2012 and that all the require	ements of the above Act in re	spect 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				
	Declared at Barlow Lyde and Gilber		nt to sign below		
	Beaufort House, 15, St London EC3A 7EE	. Bototpii Street			
	7.				
ì	Minoty	eternary -t.wo	- 0		
	One thousand nine hundred and write ty-				
	A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.				
	TA. RUGDES		1 8 MAR 1992		
:		10			
	reference (if any):	official Use Companies Section	MBURG Post room		
	RICHARDS BUTLER BEAUFORT HOUSE 15, ST. BOTOLPH STREET LONDON EC3A /EE	25FEB 1992			



#### THE COMPANIES ACT 1985

#### PRIVATE COMPANY LIMITED BY SHARES

#### MEMORANDUM OF ASSOCIATION

137325

of

#### SEA CONTAINERS FERRIES SCOTLAND LIMITED

- 1. The Company's name is "SEA CONTAINERS FERRIES SCOTLAND LIMITED"
- 2. The Company's registered office is to be situated in Scotland.
- 3. (1) The object of the Company is to carry on business as a general commercial company.
  - (2) Without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-
    - (a) to acquire by any means any real or personal property or rights whatsoever, and to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
    - (b) to make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire;
    - (c) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
    - (d) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;

(e) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present which it is uncalled capital; the

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CONTROL

18 1992 18 1992 discharge of any obligation by the Company or any other person, including any associated company of the Company;

- (f) to give such indemnities as may seem expedient and to guarantee the performance of any obligation by any person, including any associated company of the Company;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (h) to establish and maintain. or procure maintenance of, any establishment and contributory or contributory pension superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of or in the employment or service of the Company or of any company which associated company of the Company or a predecessor in business of the Company or of any associated company of the Company, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid;
- (i) to establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any associated company of the Company, and to make payments for any charitable, benevolent, public, general or useful object;
- (j) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (k) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;

- (1) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (m) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (n) to dispose by any means of the whole or any part of the undertaking or property of the Company;
- (o) to distribute any of the property of the Company among the members in specie;
- (p) to cause the Company to be registered or recognised in any part of the world;
- (q) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.

#### And it is hereby declared that -

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (B) the expression "associated company" includes, in reference to the Company, any company which, for the purposes of the Companies Act 1985, is a subsidiary or holding company of the Company or a subsidiary of such a holding company; and
- (C) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in that paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

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.

	AND ADDRESSES BSCRIBERS	Number of shares taken by each subscriber
1.	Mr. Daniel John O'Sullivan 26 Forest Close Chislehurst Kent BR7 5GS	1 vici Di Mhrz
2.	For and on behalf of Sea Containers Ferries Limit Sea Containers House Upper Ground London SE1 304	ited 1
Total	shares taken	2
DATED		1992.
1.00 2.00 1.00	SS to the above signatures of A. CALVERT  S. OPPER FROM  PORN S.C.I.  2000-049/MoArts2	

#### THE COMPANIES ACT 1985

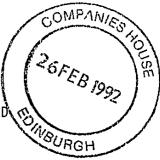
COMPANY LIMITED BY SHARES

137325

ARTICLES OF ASSOCIATION

of

SEA CONTAINERS FERRIES SCOTLAND LIMITED S

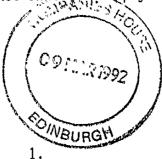


#### **PRELIMINARY**

- 1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
- 2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
- 3. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

#### SHARES

- 4. The share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 each.
- [5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot unissued shares of the Company up to a maximum aggregate nominal amount of £10,000 provided that any such allotment is made during the period of five years from the date of incorporation of the Company.]
- 6. Sections 89 and 90 of the Act shall not apply to the Company.



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#### TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

#### DIRECTORS

- 8. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
- 9. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -
  - (1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or
  - (2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.

- [10. The directors may appoint a person willing to act to be a director.]
- 11. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.
- 12. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

#### THE SEAL

13. Regulation 101 of Table A shall only apply if the Company has a common seal. Whether it does or not, a document expressed to be executed by the Company and intended to be signed in accordance with Section 36A(4) of the Act so that it has the same effect as if executed under the common seal of the Company shall only be signed with the authority of the directors or of a committee of the directors authorised by the directors.

#### INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act, every director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. The Company may purchase and maintain for any director insurance against any liability which may arise by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company. Regulation 118 of Table A shall be extended accordingly.

	NAMES AND ADDRESSES OF SUBSCRIBERS	*****
1	MR DANIEL JOHN O'SULLIVAN DO MANIEL JOHN O'SULLIVAN CHISLEHURST KENT BR7 5GS	<u> </u>
	For and on behalf of	
2	SEA CONTAINERS FERRIES LIMITED SEA CONTAINERS HOUSE UPPER GROUND LONDON SE1 9PF	<
	Director	

DATED

X leave Plan

1992.

WITNESS to the above signatures -

20, UNBA GERNS

LONDONS.E.L.

BARRISTER

f.id/SJ60-049/AoA



### 10

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

This form should be completed in black.	of registered office		
	CN 137325 For official use		
Company name (in full)	SEA CONTAINERS FERRIES SCOTLAND LIMITED		
Registered office of the company on		_ _	
incorporation.	RO 34 CHARLOTTE STREET		
	Post town STRANRAER		
	County/Region WIGTOWNSHIRE  Postcode DG9 7EF		
If the memorardam delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's hame and address.		<u></u> -	
O ASUES LO	Name		
((26FEB 1992))	Post town		
SO/MENTRGH AND	County/Region		
Number of continuation sheets attached			
To whom should Companies House direct any enquiries about the information shown in this form?	RICHARDS_BUTLER, BEAUFORT_HOUSE, 15_ST_BOTOLPH_STLONDON(REF: FJD/AXH/SJ60-049)	,	
	Postcode EC3A 7EE		
Page 1	Telephone 071-247 6555 Extension		

Compar	y Secretary (See notes 1 - 5)	,
Name	*Style/Title	(CS)
	Forenames	DANIEL JOHN
	Surname	O'SULLIVAN.
	*Honours etc	
	Previous forenames	POR P CONTRACTOR OF THE STATE OF THE PROPERTY
	Previous surname	TARS NO THE RESIDENCE OF THE SECOND CONTRACTOR
Address		AD 26 FOREST CLOSE
In the cas	lential address must be given. e of a corporation, give the or principal office address.	Post town CHISLEHURST
		County/Region KENT
		Postcode BR7 5GS Country ENGLAND
	Consent signature	Signed X Di Mary Date 3th Lehrang 1992
Firents	NO (2 )	,
	PFS (See notes 1 - 5) lirectors in alphabetical order.	
Name	*Style/Title	CD
	Forenames	DANIEL JOHN
	Surname	<u>O'SULLIVAN</u>
	*Honours etc	
	Previous forenames	
	Previous surname	
Address		AD 26 FOREST CLOSE
In the cas	lential address must be given. e of a corporation, give the or principal office address.	Post town CHISLEHURST
		County/Region KENT
		Postcode BR7 5GS   Country ENGLAND
	Date of birth	DO 2 14 1 11 3 8 Nationality NA BRITISH
	Business occupation	OC CHARTERED ACCOUNTANT
	Other directorships	ORIENT EXPRESS HOLDINGS LTD AND ITS SUBSIDIARIFS, SEA CONTAINERS BRITISH ISLES, SEACAT LIMITED, FERRY
* Volunta	ry details	AND PORT HOLDINGS, SEACAT SCOTLAND LTD  I consent to act as director of the company named on page 1
Page 2	Consent signature	Signed DO Milly Date 3th John 1992

Page 2

Santes I - 5)	•
Name *Style/Title	Ср
Forenames	ROBIN
Surname	WILKINS
*Honours etc	
Previous forenames	(4) where page 15 and 1
Previous surname	
Address	AD THE BAYS
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	NORTH FORELAND AVENUE  Post town BROADSTAIRS
	County/Region KENT
	Postcode CT10 3QT   Country ENGLAND
Date of birth	DO 2 4 O 1 4 7 Nationality NA BRITISH
Business occupation	oc Carpany Excentive.
Other directorships	[OD]
* Voluntary details  Consent signature	Signed   Date 3 <sup>-1</sup> Taburay 1992
Delete if the form is signed by the subscribers.	Signature of agent on behalf of all subscribers Date
Delete if the form is signed by an agent on behalf of	Signed Di Maria Date 3" Folker 1992
all the subscribers.	Signed 17112 in " Date 3" Fely 1992.
All the subscribers must sign either personally or by a person or persons	Signed Date
authorised to sign for them.	Signed Date
	Signed Date
Page 3	Signed Date

4	Compar	ly Secretary (See notes 1 - 5)	
Į	Name	*Style/Title	cs
		Forenames	
		Surname	
		*Honours etc	
		Previous forenames	
		Previous surname	
Ţ	Address		AD
	In the case	ential address must be given. of a corporation, give the or principal office address.	Post town
			County/Region
4			Postcode Country
•			I consent to act as secretary of the company named on page 1
		Consent signature	Signed Date
		<b>TS</b> (See notes 1 - 5) rectors in alphabetical order.	
	Name	*Style/Title	CD MR
		Forenames	HAMISH
		Surname	ROSS
		*Honours etc	
		Previous forenames	
(		Previous surname	
	Address		MAITLAND LADY'S WALK
	In the case	ential address must be given. of a corporation, give the or principal office address.	Post town STRANRAER
			County/Region WIGTOWNSHIRE
			Postcode DG9 8BN Country SCOTLAND
		Date of birth	DO 17-07-43 Nationality NA BRITISH
		Business occupation	oc impany treentire
		Other directorships	OD
	* Voluntary	details	I consent to act as director of the company named on page 1
	Page 2	Consent signature	Signed Date 3 February 1992

Directors (co	ontinued)		
Name	*Style/Title	CD MR	
	Forenames	MICHAFI_PATRICK	
	Surname	AIKEN	
	*Honours etc		
	Previous forenames		
	Previous surname		
Address		AD CORNS LODGE	
Usual residential	address must be given.	BOHLE HOUSE LANE	1
	corporation, give the incipal office address.	Post town SOUTH PARK, NR PE	
- '	·	County/Region KENT	
<b>~</b>		Postcode TN11 Country	ENGLAND
	Date of birth	<b>DO</b> 015 01 319 Nationality	<del></del>
	Business occupation	oc Company Executive	
	Other directorships	OD	
	•		
* Voluntary deta	ails	I consent to act as director of the company na	med on page 1
C	onsent signature	Signed CAL DIPM	Date 3d Yelway 1992
			2
Delete if the form			
is signed by the subscribers.		Signature of agent on behalf of all subscribers	Date
		<del></del>	
		Signed	Date
Delete if the form is signed by an		Oigned	Date
agent on behalf of all the subscribers.		Signed	Date
All the subscribers		Clanad	Data
personally or by a person or persons	person or persons	Signed	Date
authorised to sign for them.		Signed	Date
		Signed	Date
Paga 2		Signed	Date



**COMPANIES FORM No. 224** 

# Notice of accounting reference date (to be delivered within 9 months of incorporation)



Please do not write in this margin

Pursuant to section 224 of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

(Address overleaf)

Name\_of company

To the Registrar of Companies

Company number

137325

\* insert full name of company

GeoContainer Ferres Scotland Limited

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered alongside should be
completed as in the
following examples:

5 April Day Month

0 5 0 4

30 June Day Month

3 0 0 6

31 December Day Month

3 1 1 2

Day Month

3 1 1 2

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed O

Designation#

SECRETARLY

Date 1/12/92\_

Presentor's name address telephone number and reference (if any):

1 F. WH TOMAN JOH CONTAINEN SON VICES B ZU WIPON CROWN LOW DOW SEI APP

571-928 69 EG x 3507

For official use D.E.B.

Post room