

The Companies Act 1985

A Private Company Limited by Shares

Memorandum Of Association

of

Ardbeg Limited

Glasgow 4th July, 2000

This is the print of the Articles of Association referred to in Special Resolution of the Company passed of even date herewith


Director



1. The Company's name is **Ardbeg Limited** ¹
2. The Registered Office of the Company is to be situated in Scotland.
- 3.1 **The Company's objects are:-**
 - 3.1.1 To carry on the business or businesses of general merchants, importers, exporters, manufacturers, factors, mail order dealers, brokers and dealers, both wholesale and retail in merchandise of every description, industrial plant and machinery, electronic equipment, ironmongery, metal goods, plastic goods, mechanically propelled vehicles and vessels of every description, chemicals, drugs, foodstuffs, textiles, leather, clothing and wearing attire, fancy goods, farm produce, animal seed, agricultural and horticultural machinery, furniture, carpets, pictures, jewellery, watches, clocks, microscopes, binoculars, telescopes, cameras, rubbers, latex, vulcanite and goods manufactured either wholly or partly from any of these substances.
 - 3.1.2 To purchase for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house, or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property whether real or personal.
 - 3.1.3 To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
 - 3.1.4 To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise.
 - 3.1.5 To purchase and sell for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.

¹ By Certificate of Incorporation on Change of Name dated 4th July 2000.

- 3.1.6 to carry on business as a general commercial company;
- 3.1.7 to promote the interests and objects of any company which is for the time being a subsidiary, holding company or subsidiary of any holding company of the Company or any undertaking which is for the time being a subsidiary undertaking of the Company or of any holding company of the Company (any such company being hereinafter referred to in this clause 3 as a "Group Company") in any manner whatever and, in particular, by paying or discharging the liabilities thereof (or by giving any undertaking to do so), by giving any indemnity or guarantee in respect of such liabilities and by giving any security in any manner as hereinafter empowered for any such indemnity or guarantee or for the payment of money or performance of obligations by any Group Company, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests and objects as aforesaid; and all so that the interests and objects of any Group Company shall also be interests and objects of the Company;
- 3.1.8 to carry on for profit, directly or indirectly and whether by itself or through any Group Company or with any other person, firm or company in the United Kingdom or elsewhere in all or any of their branches, any business, trade, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto; and
- 3.1.9 to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and materials (tangible or intangible) of any kind;
- 3.2 **And in furtherance of such objects the Company shall have power;**
- 3.2.1 to carry on any other trade or business whatever which can in the opinion of the directors be advantageously carried on in connection with or ancillary to any of the interests, objects or businesses of the Company;
- 3.2.2 to purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property;
- 3.2.3 to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevet d'invention*, licences, trademarks, marks, designs, protections, ideas, inventions and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any of the same which the Company may acquire, propose to acquire or be in any way interested in;
- 3.2.4 to acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company or any Group Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate, or enter into partnership or joint venture, or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares or securities (the expression "shares and securities" being defined in clause 3.3.4 hereof) that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares or securities so received;

- 3.2.5 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company;
- 3.2.6 to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the directors and to hold or otherwise deal with any investments made;
- 3.2.7 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- 3.2.8 to borrow or raise money in any manner the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, assignation, disposition, conveyance, pledge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, assignation, disposition, conveyance, pledge, lien or other security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 3.2.9 to guarantee and/or give security for the payment of money by, or the performance of obligations of all kinds by any person, firm or company and in the giving of any security in respect of any such guarantee to grant in favour of any other person, firm or company any mortgage, charge, standard security, assignation, disposition, conveyance, pledge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital;
- 3.2.10 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in cheques, promissory notes, bills of exchange, bills of lading and other shipping documents, warrants, debentures, documentary credits and other negotiable or transferable instruments and to buy, sell and deal in currencies, commodities, options, traded options (financial or commodity) and all other like financial transactions;
- 3.2.11 to apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests or objects and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests or objects;
- 3.2.12 to enter into arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or the furtherance of its interests and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 3.2.13 to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares or securities which may be issued or guaranteed by any person, firm or company constituted or carrying on business in any part of the world, and shares and securities issued or guaranteed by any

government or authority, supreme, municipal, local or otherwise in any part of the world;

- 3.2.14 to issue and allot shares and securities of the Company or any Group Company for cash or in payment or part payment for any property purchased or acquired by the Company or any services rendered to the Company or any Group Company or as security for any obligation or amount or for any other purpose;
- 3.2.15 to control, manage, finance, subsidise, co-ordinate or otherwise assist any person, firm or company, to provide for any person, firm or company secretarial, administrative, educational, technical, commercial and other services and facilities of all kinds and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any person, firm or company;
- 3.2.16 to promote any person, firm or company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or any Group Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or any Group Company or to enhance the value of any property or business of the Company or any Group Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such person, firm or company for the aforesaid purposes;
- 3.2.17 to sell or otherwise dispose of the whole or any part of the undertaking, business, property or assets of the Company, either together or in portions, for such consideration as the Company may think fit including but not limited to the shares or securities of any person, firm or company purchasing the same;
- 3.2.18 to act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts;
- 3.2.19 to remunerate any person rendering services to the Company or any Group Company either by cash payment or by the allotment to him or them of shares or securities of the Company or any Group Company;
- 3.2.20 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company or any Group Company is engaged;
- 3.2.21 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or any Group Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company or any Group Company;
- 3.2.22 to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company and any Group Company or the directors or employees thereof, or which may be connected with any town or place where the Company or any Group Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for 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 Group Company or the predecessors in business of the Company or any Group Company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance

including insurance for any director, officer or auditor against any liability as is referred to in section 310(1) of the Act; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their spouses, surviving spouses, children and other relatives and dependents, and; to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or any Group Company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- 3.2.23 to give financial assistance directly or indirectly for the purposes of acquiring shares or securities in the Company, any Group Company or any other company or to reduce or discharge any liability incurred for such purpose;
- 3.2.24 to provide all requisite accommodation and facilities for the purposes of the Company or any Group Company;
- 3.2.25 to insure against losses, damages and risks of all kinds whether in respect of property or persons or any other matter or thing in which the Company or any Group Company has an insurable interest;
- 3.2.26 to distribute among the members of the Company *in specie* or in kind any property of the Company of whatever nature;
- 3.2.27 to procure the Company to be registered or recognised in any part of the world;
- 3.2.28 to advertise or adopt such means as may seem expedient of making known the products of the Company or any Group Company or those of any other person, firm or company it may represent;
- 3.2.29 to cease carrying on or wind up any business or activity of the Company or any Group Company and to cancel or withdraw registration of and to wind up or procure the dissolution of the Company or any Group Company in any state or territory;
- 3.2.30 to do all or any of the things or matters which the Company is authorised to do in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 3.2.31 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the Company in connection with any of its interests or objects or may seem to the Company *calculated directly or indirectly to benefit the Company or any Group Company*; and
- 3.2.32 to do all such things as in the opinion of the directors are or may be incidental or conducive to the attainment of the Company's interests or objects;

3.3 AND so that in this clause 3:-

- 3.3.1 the words "person, firm or company" shall mean and be deemed to include (a) in particular (but without prejudice to the generality of section (b) of this definition) any Group Company and also (b) any person, firm, partnership, company, enterprise, joint venture, associated company, customer or supplier of the Company or any Group Company, union of interest, corporation, undertaking, co-operative or any other person or body of persons, whether individually or in groups, whether

incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;

- 3.3.2 “directors” shall, save where otherwise provided, mean the directors of the Company from time to time;
 - 3.3.3 “associated company” shall mean any company in which the Company or any Group Company owns shares and securities of that company;
 - 3.3.4 “shares and securities” shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture stock, loan stock, partnership share, profit sharing right, interest or other percentage earning right, bond, obligation, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or any other similar thing, right or obligation;
 - 3.3.5 “the Act” shall mean the Companies Act 1985 but so that reference thereto in respect of any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
 - 3.3.6 “holding company” and “subsidiary” shall have the meanings ascribed to them by section 736 of the Act;
 - 3.3.7 “and” and “or” shall mean “and/or”;
 - 3.3.8 “other”, “others” and “otherwise” shall not be construed *eiusdem generis* where a wider construction is possible;
 - 3.3.9 the provisions of the Interpretation Act 1978 shall apply with respect to interpretation as it would be applied in the interpretation of an Act of Parliament;
 - 3.3.10 each of the powers conferred on the Company in clause 3.2 of this Memorandum may be exercised by the Company as if each had the force and effect of an independent object of the Company and the words “object” and “objects” shall be interpreted accordingly;
 - 3.3.11 none of the objects set forth in any sub-clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, save where the context expressly requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause or by reference to or inference from the order in which the sub-clauses are set forth or from the name of the Company; and
 - 3.3.12 none of the sub-clauses and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause as though each such sub-clause (or any chosen combination of them) represented or contained the objects of a separate company.
- 4. The liability of the members is limited.
 - 5. The Company’s share capital is £1,000 divided into 1,000 Ordinary Shares of £1 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

**Name and Address
of Subscriber**

**Number of Shares taken
by the Subscriber**

John Roderick Hector Cameron
2 Lancaster Crescent
Glasgow G12 0RR

One

Total shares taken

One

Dated 11th day of April 2000
Witness to the above signature,

Christine Gorman
2 Lancaster Crescent
Glasgow G12 0RR
Secretary