

FILE COPY

OF A PRIVATE LIMITED COMPANY

Company No. 424282

The Registrar of Companies for Scotland hereby certifies that

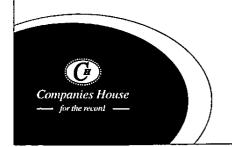
BELL & SCOTT LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in Scotland

Given at Companies House on 17th May 2012



NSC424282D





In accordance with Section 9 of the Companies Act 2006.

IN01

Application to register a company PANIES HOUSE





A fee is payable with this form. Please see 'How to pay' on the last page.

✓ What this form is for You may use this form to register a private or public company. What this form is NC
You cannot use this fo
a limited liability partn
this, please use form L



CT

17/05/2012 COMPANIES HOUSE

#408

Company details Part 1 Company name → Filling in this form Please complete in typescript or in bold black capitals. To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option: All fields are mandatory unless specified or indicated by * www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted. Please show the proposed company name below. A list of registered names can be found on our website. There Proposed company Bell & Scott Limited are various rules that may affect name in full 0 your choice of name. More information on this is available in C424282 For official use our guidance booklet GP1 at: www.companieshouse.gov.uk Company name restrictions o Please tick the box only if the proposed company name contains sensitive O Company name restrictions A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body. consent can be found in our guidance booklet GP1 at: I confirm that the proposed company name contains sensitive or restricted www.companieshouse.gov.uk words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response. Exemption from name ending with 'Limited' or 'Cyfyngedig' Name ending exemption **A3** Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative. specific requirements are eligible to apply for this. For more details, I confirm that the above proposed company meets the conditions for please go to our website: exemption from the requirement to have a name ending with 'Limited', www.companieshouse.gov.uk 'Cyfyngedig' or permitted alternative. Company type® OCompany type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked): type, please go to our website: Public limited by shares www.companieshouse.gov.uk $\overline{\mathcal{L}}$ Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital

IN01 Application to register a company Situation of registered office • Please tick the appropriate box below that describes the situation of the • Registered office Every company must have a proposed registered office (only one box must be ticked): registered office and this is the **England and Wales** address to which the Registrar will Wales send correspondence. 7 Scotland For England and Wales companies, Northern Ireland the address must be in England or Wales. For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively. Registered office address @ Α6 Registered office address Please give the registered office address of your company. You must ensure that the address shown in this section is consistent Building name/number Braeval with the situation indicated in Street Bridge of Weir Road section A5. You must provide an address in England or Wales for companies to Kilmacolm be registered in England and Wales. Post town You must provide an address in County/Region Wales, Scotland or Northern Ireland for companies to be registered in Postcode Wales, Scotland or Northern Ireland respectively. Articles of association o Please choose one option only and tick one box only. For details of which company type can adopt which model articles, I wish to adopt one of the following model articles in its entirety. Please tick Option 1 please go to our website: only one box. www.companieshouse.gov.uk $\overline{\mathbf{X}}$ Private limited by shares Private limited by guarantee Public company Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares Private limited by guarantee Public company Option 3 I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application. Restricted company articles • Please tick the box below if the company's articles are restricted. • Restricted company articles Restricted company articles are

those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

Proposed officers Part 2

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary		
B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5.	Ocorporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B.
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) 2		the 'Secretary appointments' continuation page.
		Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
B2	Secretary's service address ®	
Building name/number		Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the
Postcode		proposed company's register of secretaries as the company's
Country		 registered office. If you provide your residential address here it will appear on the public record.
В3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1.	Signature The person named above consents
Signature	Signature	to act as secretary of the proposed
	×	сыпрану.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation.	Additional appointments If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page. Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained
Post town		within a full address), DX number or LP (Legal Post in Scotland) number.
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	 → Yes Complete Section C3 only → No Complete Section C4 only 	
C3	EEA companies ⁹	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:
Where the company/ firm is registered		www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC).
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1.	⑤ Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company.

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Application to register a company

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an
Title*		individual. Public companies must appoint at least two directors, one of
Full forename(s)	Paul Knight	which must be an individual.
Surname	Jennings	❷ Former name(s) Please provide any previous names
Former name(s) ②		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence •	Scotland	for business purposes.
Nationality	Scottish	Ocuntry/State of residence This is in respect of your usual
Date of birth	^d 0 ^d 4 ^m 0 ^m 2 ^y 1 ^y 9 ^y 6 ^y 4	residential address as stated in section D4
Business occupation (if any) •	Solicitor	Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
D2	Director's service address [®]	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear
Building name/number	Braeval	on the public record. This does not have to be your usual residential
Street	Bridge of Weir Road	address. Please state 'The Company's
Post town	Kilmacolm	Registered Office' if your service address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode	P A 1 3 4 N N	If you provide your residential
Country		address here it will appear on the public record.
	Ciamatana G	
D3	Signature 6	
	I consent to act as director of the proposed company named in Section A1.	Signature The person named above consents
Signature	Signature X	to act as director of the proposed company.

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Application to register a company

Director

D1	Director appointments •			
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	• Appointments Private companies must appoint at least one director who is an		
Title*		individual. Public companies must appoint at least two directors, one of		
Full forename(s)	Bruce Wilson	which must be an individual.		
Surname Former name(s)	Anderson	Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used		
Country/State of residence •	Scotland	for business purposes.		
Nationality	Scottish	Country/State of residence This is in respect of your usual residential address as stated in		
Date of birth	d 1 d 3	Section D4		
Business occupation (if any) @	Solicitor	Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.		
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.		
D2	Director's service address ⁹	I .		
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	Service address This is the address that will appear		
Building name/number	8	on the public record. This does not have to be your usual residential		
Street	Church Street	address.		
	Monifeith	Please state 'The Company's Registered Office' if your service		
Post town	Dundee	address will be recorded in the proposed company's register of		
County/Region		 directors as the company's registered office. 		
Postcode	D D 5 4 J P	If you provide your residential address here it will appear on the		
Country	Scotland	public record.		
D3	Signature ®			
	I consent to act as director of the proposed company named in Section A1.	⊕ Signature		
Signature	Signature X	The person named above consents to act as director of the proposed company.		

Corporate director

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation.	Additional appointments If you wish to appoint more than one
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.
Building name/number		Registered or principal address
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number.
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies [©]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA A full list of countries of the EEA can be found in our guidance:
Where the company/ firm is registered •		www.companieshouse.gov.uk
IIIII is registered •		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC).
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		
E 5	Signature ©	
	I consent to act as director of the proposed company named in Section A1.	⊙ Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company.
		I

Application to register a company Part 3 Statement of capital Does your company have share capital? → Yes Complete the sections below. → No Go to Part 4 (Statement of guarantee). Share capital in pound sterling (£) Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section F1 and then go to Section F4. Class of shares Amount paid up on Amount (if any) unpaid Number of shares @ Aggregate nominal value 6 (E.g. Ordinary/Preference etc.) on each share 0 each share **0** Ordinary £1.00 2 £ 2.00 £ £ £ Totals 2 £ 2.00 F2 Share capital in other currencies Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency. Currency Number of shares **②** Aggregate nominal value 🛭 Class of shares Amount paid up on Amount (if any) unpaid (E.g. Ordinary/Preference etc.) each share 0 ол each share 🗿 **Totals** Currency Class of shares Aggregate nominal value 🛭 Number of shares @ Amount paid up on Amount (if any) unpaid (E.g. Ordinary/Preference etc.) each share 0 on each share 🍑 **Totals [3**] **Totals** Please give the total number of shares and total aggregate nominal value of Total aggregate nominal value issued share capital. Please list total aggregate values in different currencies separately. For Total number of shares example: £100 + €100 + \$10 etc. Total aggregate nominal value @

Number of shares issued multiplied by

nominal value of each share.

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• Including both the nominal value and any

Total number of issued shares in this class.

share premium.

Please use a Statement of Capital continuation

Continuation Pages

page if necessary.

F4	Statement of capital (Prescribed particulars of rights attached to shares)				
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2 .	• Prescribed particulars of rights attached to shares			
Class of share	Ordinary	The particulars are: a. particulars of any voting rights,			
Class of share Prescribed particulars	Ordinary 1. All shares rank equally in all respects and have the right to: - vote; - participate in the payment of dividend; - participate in a return of capital (including on a winding up). 2. None of the shares are redeemable or are liable to be redeemed.				

Class of share	• Prescribed particulars of rights
Prescribed particulars	attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate
	in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.
	A separate table must be used for each class of share.
	Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.
	CHEROOO

ı	1
-	-

Initial shareholdings

This section should only be completed by companies incorporating with share capital. Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscribers u	suai residentiai addre	255.			continuation page	e ii fiecessary.
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Paul Knight Jennings	Ordinary	1	Sterling	£1.00		£1.00
Address						
Braeval Bridge of Weir Road Kilmacolm PA13 4NN						
Name Bruce Wilson Anderson	Ordinary	1	Sterling	£1.00		£1.00
Address			F.			
8 Church Street Monifieth						
Dundee DD5 4JP						
Name						
Address						
Name						
Address						
Name						
Address .						
			l			L

Part 4	Statement of guarantee	
	Is your company limited by guarantee?	_
	→ Yes Complete the sections below.	
	→ No Go to Part 5 (Statement of compliance).	
G1	Subscribers	
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name Please use capital letters. Address
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:	 The addresses in this section will appear on the public record. They do not have to be the subscribers' usua residential address.
	- payment of debts and liabilities of the company contracted before	Amount guaranteed Any valid currency is permitted.
	cease to be a member; - payment of costs, charges and expenses of winding up, and; - adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.	Continuation pages Please use a 'Subscribers' continuation page if necessary.
	Subscriber's details	_
Forename(s) •		-
Surname •		_ [
Address 2		-
Postcode		
Amount guaranteed		_
	Subscriber's details	-
Forename(s) •		
Surname 0		
Address 2		_
Postcode		
Amount guaranteed		
	Subscriber's details	_
Forename(s) •		-
Surname •		_
Address 2		- -
Postcode		
Amount guaranteed		_

	Subscriber's details	O Name
Forename(s) •		Please use capital letters.
Surname •		• Address The addresses in this section will
Address 2		appear on the public record. They do not have to be the subscribers' usual residential address.
Postcode		Amount guaranteed Any valid currency is permitted.
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary.
Forename(s) •		
Surname 0		
Address 9		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 9		
Postcode		
Amount guaranteed		
••	Subscriber's details	
Forename(s) •		
Surname 0		
Address 🚱		
Postcode		
Amount guaranteed 3		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 2		
Postcode		
Amount guaranteed		
-	1	

Statement of compliance Part 5 This section must be completed by all companies. Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers). → Yes Go to Section H2 (Statement of compliance delivered by an agent). Statement of compliance delivered by the subscribers • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association. Every subscriber to the memorandum of association must sign the statement of compliance. I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. Subscriber's signature X Subscriber's signature Subscriber's signature X X Subscriber's signature X X Subscriber's signature X Subscriber's signature X X Subscriber's signature X Subscriber's signature X

Application to register a company Signature Subscriber's signature Continuation pages X Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign. Subscriber's signature X X Subscriber's signature X X Signature Subscriber's signature X H2 Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association. Agent's name Building name/number Street Post town County/Region Postcode Country I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. Signature Agent's signature X X

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	
MERYL SKENE	
COMPANY NAME ANDERSON STRATHERN	4
ATNOLISON STICHTEN	Ų
Address	
I RUTLAND COURT	
<u> </u>	
Post town	
EDINBURGH	
County/Region	
Postrode	
Postcode E H 3 8 E Y	
Country	_
SCOTLAND	
ED FOINELECT	1
EDS EDINBURGH	_
0131 270 7700	
	_
✓ Certificate	

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- □ At the registered office address (Given in Section A6).□ At the agents address (Given in Section H2).
- ✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below: The Registrar of Companies, PO Box 4082,

The Registrar of Companies, PO Box Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BELL & SCOTT LIMITED

(the "Company")

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

Name of each subscriber	Authentication by each subscriber
Bruce Anderson	Bruk, Al
Paul Jennings	ha.

Dated 15/5/12