



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6564374

The Registrar of Companies for England and Wales hereby certifies that

**MOULTON CAPITAL FINANCE (HOLDINGS) NO. 2
LIMITED**

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

Given at Companies House on **14th April 2008**



N06564374M



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

211573/50

Company number



6564374

THE COMPANIES ACT 1985 (AS AMENDED)

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

MOULTON CAPITAL FINANCE (HOLDINGS) NO. 2 LIMITED

- 1 The Company's name is **Moulton Capital Finance (Holdings) No. 2 Limited**
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) to carry on business as a general commercial company,
 - (b) to acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities,
 - (c) to acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets,
 - (d) to undertake any manufacturing, processing, assembly or similar business,
 - (e) to carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise,
 - (f) to acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every kind of transaction in relation to shares, debentures, warrants, options, securities and investments and instruments of every kind (including, without limitation, contracts for differences and contracts for futures and whether issued or entered into by the government of any country or territory, any public authority, any international organisation or any other person) and to carry out, enter into, manage, underwrite or arrange any issue, offering or distribution of any securities, investments or instruments of any kind,
 - (g) to receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation

to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage,

- (h) to carry on all kinds of insurance business and all kinds of business connected with insurance,
- (i) to act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme,
- (j) to provide management, administrative, advisory, professional and technical services of any kind and in any manner,
- (k) to undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how,
- (l) to undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient,
- (m) to enter into all forms of distributorship, franchise, licensing and agency transactions,
- (n) to enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company,
- (o) to borrow or raise money by any method and to obtain any form of credit or finance,
- (p) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking and assets of the Company,
- (q) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person, and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company,
- (r) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company,
- (s) to make, draw, accept, issue, execute, endorse, avail, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable,
- (t) to employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter

into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons,

- (u) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve, and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve,
- (v) to establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained,
- (w) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects
- (x) to distribute among the members of the Company in kind any assets of the Company,
- (y) to pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company,
- (z) to exercise any power of the Company for any consideration of any kind or for no consideration whatsoever,
- (aa) to exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others,
- (bb) to do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them,

and it is declared that

- (cc) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation,

- (dd) each of the above subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (ee) each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause, and
- (ff) in this clause
 - (i) **assets** includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital,
 - (ii) **charge** includes any mortgage, pledge, lien or other form of security,
 - (iii) **dispose of**, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iv) **liabilities** includes debts and obligations of every description, whether present or future, actual or contingent,
 - (v) **person** includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation,
 - (vi) **transaction** includes any scheme, arrangement and project, and
 - (vii) the word **company**, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether incorporated, resident or domiciled in the United Kingdom or elsewhere


4 The liability of each member is limited.

5 The Company's share capital is £100 divided into 100 shares of £1 each

We, the subscribers to this memorandum of association, wish to form a company pursuant to this memorandum, and we agree to take the number of shares shown opposite our respective names

Signatures, names and addresses of subscribers

Number of shares taken


for and on behalf of
Wilmington Trust SP Services (London) Limited
Tower 42 (Level 11)
25 Old Broad Street
London
EC2N 1HQ

1

Total shares taken

1

Dated 20 March 2008

Witness to the above signature 

Witness name ... Martin McHenry

Witness address Wilmington Trust SP Services (London) Limited
Tower 42 (Level 11)
International Financial Centre
25 Old Broad Street
London EC2N 1HQ

THE COMPANIES ACT 1985 (AS AMENDED)
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES
OF
ASSOCIATION
OF
MOULTON CAPITAL FINANCE (HOLDINGS) NO. 2
LIMITED

Incorporated on 2008

Registered Number

Company number

THE COMPANIES ACT 1985 (AS AMENDED)
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MOULTON CAPITAL FINANCE (HOLDINGS) NO. 2 LIMITED

PRELIMINARY

- 1 Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007.
- 2 In these articles, unless the contrary intention appears
 - (a) the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
 - (b) the **Statutes** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act, and
 - (c) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
 - (d) Headings to these articles are inserted for convenience only and shall not affect construction

SHARE CAPITAL

- 3
 - (a) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £1
 - (b) The authority contained in paragraph 3(a) shall expire on the day five years after the date of incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires

- (c) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded

GENERAL MEETINGS

- 4 (a) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able
- (i) to hear each of the other participating members addressing the meeting, and
- (ii) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates
- (d) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly
- (e) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives

DELIVERY OF PROXIES

- 5 The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly

DIRECTORS

- 6 (a) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors
- (b) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article

- (c) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director
- (d) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply
- (e) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age
- (f) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates

ALTERNATE DIRECTORS

- 7 (a) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director
- (b) An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director Regulation 66 of Table A shall not apply
- (c) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present The last sentence of each of regulations 88 and 89 of Table A shall not apply
- (d) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply
- (e) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him Regulation 69 of Table A shall not apply

POWERS OF DIRECTORS

- 8 (a) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted
- (b) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries

PROCEEDINGS OF DIRECTORS

- 9 Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration Regulations 94 to 96 (inclusive) of Table A shall not apply
- 10 Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them Regulation 88 of Table A shall be amended accordingly
- 11 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex"
- 12 (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able
- (b) to hear each of the other participating directors addressing the meeting, and
- (c) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods
- (d) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 9
- (e) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates

SEAL

- 13 (a) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors
- (b) The directors shall provide for the safe custody of every seal which the Company may have
- (c) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee
- (d) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means
- (e) Unless otherwise decided by the directors
- (i) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed, and

- (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors
- (f) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose Regulation 6 of Table A shall be amended accordingly Regulation 101 of Table A shall not apply

NOTICES

- 14 (a) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders
- (b) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear
- 15 (a) Proof that
 - (i) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available), or
 - (ii) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched
- (b) Regulation 115 of Table A shall not apply

INDEMNITY

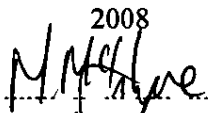
- 16 (a) Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but
- (b) this indemnity shall not apply to any liability to the extent that it is recovered from any other person, and
- (c) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced
- (d) Regulation 118 of Table A shall not apply

Signatures, name and address of subscriber



Sunil Masson
Authorised Signatory

for and on behalf of
Wilmington Trust SP Services (London) Limited
Tower 42 (Level 11)
25 Old Broad Street
London
EC2N 1HQ

Dated 20 March 2008
Witness to the above signature 
Witness name Martin McIlroy
Witness address

Wilmington Trust SP Services (London) Limited
Tower 42 (Level 11)
International Financial Centre
25 Old Broad Street
London
EC2N 1HQ

THE COMPANIES ACT 1985 (AS AMENDED)
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
OF
ASSOCIATION
OF
MOULTON CAPITAL FINANCE (HOLDINGS) NO. 2
LIMITED

Incorporated on 2008

Registered Number



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Moulton Capital Finance (Holdings) No. 2 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

c/o Wilmington Trust SP Services (London) Limited

Tower 42 (Level 11), 25 Old Broad Street

Post town London

County / Region Greater London

Postcode EC2N 1HQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

x

Agent's Name Allen & Overy LLP

Address 40 Bank Street

Canary Wharf

Post town London

County / Region Greater London

Postcode E14 5DU

Number of continuation sheets attached

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

Charles Toland
Allen & Overy LLP
40 Bank Street
London

E14 5DU
DX number

Tel 0203 088 2019
DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name Moulton Capital Finance (Holdings) No. 2 Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Wilmington Trust SP Services (London) Limited

Previous forename(s)

Previous surname(s)

Address ††

Tower 42 (Level 11)

25 Old Broad Street

Post town

London

County / Region

Postcode

EC2N 1HQ

Country

United Kingdom

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

Consent signature

Date

20/03/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

Wilmington Trust SF Services (London) Limited

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Martin

Surname

McDermott

Previous forename(s)

Previous surname(s)

Address ††

6 Lovett Green

Post town

Sharpenhoe

County / Region

Bedfordshire

Postcode

MK45 4SP

Country

United Kingdom

Date of birth

Day Month Year

2 7

0 2

1 9

6 3

Nationality

British

Business occupation

Company Director

Other directorships

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

Consent signature

Date

20/03/2008

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet
CHFP025
Company name
NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)
Surname
Previous forename(s)
Previous surname(s)
Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town
County / Region
Postcode
Country

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

Consent signature
Date
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)
Sunil
Surname
Masson
Previous forename(s)
Previous surname(s)
Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

154 Nether Street
West Finchley
Post town
London
County / Region
Postcode
N3 1PG
Country
United Kingdom
Day Month Year
Date of birth
2 5
1 1
1 9
7 1
Nationality
British
Business occupation
Company Director
Other directorships

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

Consent signature
Date
20/03/2008

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname Wilmington Trust SP Services (London) Limited

Previous forename(s)

Previous surname(s)

Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address π

Tower 42 (Level 11)

25 Old Broad Street

Post town London

County / Region

Postcode	EC2N 1HO
----------	----------

Country	United Kingdom
---------	----------------

Day Month Year

Date of birth**Nationality**

Business occupation

Corporate Director

Other directorships

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

Consent signature

Date 20/03/2008

Wilmington Trust SF Services (London) Limited

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Louis Hasson

Date _____

20/03/2008

Signed

Date _____

Signed

Date _____

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date _____

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Moulton Capital Finance (Holdings) No. 2 Limited

I, Martin McDermott

of 6 Lovett Green, Sharpenhoe, Bedfordshire

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

Declared at Tower 42 (Level 11), 25 Old Broad Street, London

Day Month Year

On

21 03 2008

SRA 123763

① Please print name

before me ①

C C HENLEY

C. C. Henley
Solicitor

Signed

Date

20/3/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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

Charles Toland
Allen & Overy LLP
40 Bank Street
London

E14 5DU
DX number

Tel 0203 088 2019
DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2