



00167853

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**Sarcon (No.169) Limited ("the Company")**

1. The name of the Company is "Sarcon (No. 169) Limited".
2. The registered office of the Company is to be situated in Northern Ireland.
3. The objects for which the Company is established are to:-



DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT

- (a) To create, establish and maintain an organisation for the export, import, introduction, sale, purchase, distribution, advertising or marketing of products, goods, wares and merchandise of every description; to carry on all or any of the businesses of export marketing specialists, market research advisers and consultants, mail order specialists, manufacturers' agents and representatives, importers and exporters, commission agents, general merchants and traders; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprises; and to carry out all of the operations performed by commission and general agents, export, import and general merchants, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise; and to carry on all or any of the businesses of haulage and transport contractors, garage proprietors and owners, operators, hirers and letters on hire of, and dealers in motor and other vehicles, conveyances and craft of every description, and all plant, machinery, fittings, furnishings, accessories and stores required in connection with or in the maintenance of such things.
- (b) To purchase, take in fee farm, on lease or on hire, or in exchange or otherwise acquire real or personal property of all and any kinds, and any interest, right or privilege in it, for such consideration and on such terms as may be considered expedient.
- (c) To hold, manage, improve, construct, repair, develop, exchange, sell, hire out, grant leases, licences or options or otherwise dispose of, turn to account or deal with real or personal property of all and any kinds, and any interest, right

or privilege in it, for such consideration and on such terms as may be considered expedient.

- (d) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (e) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other transferable or negotiable instruments.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without limiting the generality of the foregoing) any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company.
- (g) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company, whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure, whether by personal covenant or by any such mortgage, charge or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.
- (h) To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (i) To borrow or raise money on such terms and on such security as may be considered expedient and in particular, but without limiting the generality of the foregoing by the issue or deposit of debentures and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled

capital.

- (j) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company, carrying on or proposing to carry on any business.
- (k) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid-up shares with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (l) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash as a lump sum or by instalments, or otherwise, or in fully or partly paid-up shares, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (m) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (n) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the costs of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (o) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- (p) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures,

bonds and other securities of any company on such terms as to remuneration and otherwise as may seem expedient.

- (q) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (r) To receive money or securities on deposit at interest or otherwise, and to invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (s) To apply for, register, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest in them and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or proposes to acquire.
- (t) To purchase, subscribe for or otherwise acquire, and hold and deal with shares, stocks, debentures, bonds, or securities of any other company.
- (u) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking of which may be considered expedient, and either gratuitously or otherwise.
- (v) To establish and maintain, or procure the establishment and maintenance of, any pensions superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, emoluments, and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, of any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of, the

Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable and benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (w) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (x) To distribute among the members of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To carry on any other business which, in the opinion of the directors of the Company, may seem capable of being conveniently carried on in connection with or ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (aa) To do all or any of the above things in any part of the world, whether as principals, agents, contractors, trustees or otherwise, whether by or through trustees, agents or otherwise, and whether alone or in conjunction with others.

It is declared that:

- (1) the expressions 'subsidiary' and 'holding company' where they appear in this clause shall have the meanings ascribed to those expressions by Article 4 of the Companies (Northern Ireland) Order 1986.
- (2) where the context so admits, the word 'company' in this clause

shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies (Northern Ireland) Order 1986.

- (3) the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner, and shall be construed in as wide a sense, as if each defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The share capital of the Company is £100,000 divided into 100,000 shares of one pound each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations.

Any of the shares of the Company for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any guarantee or any right of preference, whether in respect of dividend or of repayment of capital, or both, or any other special privilege or advantage over any shares previously issued or then about to be issued, or at a premium or with such deferred rights as compared with any other shares previously issued, or then about to be issued or subject to any such conditions or provisions with any special right or without any right of voting and generally on such terms as the Company may from time to time determine.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
---	--

---

Gerard Armstrong  
Murray House  
Murray Street  
Belfast  
BT1 6DN  
Solicitor

*Gerard Armstrong*

One

Leeanne Whaley  
Murray House  
Murray Street  
Belfast  
BT1 6DN

*Leeanne Whaley*

One

Solicitor

---

**TOTAL SHARES TAKEN**

Two

---

Dated the <sup>15th</sup> 15 day of September 2004

**WITNESS** to the above signatures:-

Denise Rushe  
Carson McDowell  
Murray House  
Murray Street  
Belfast  
BT1 6DN

Legal Secretary

*Denise Co*