



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

**137325**


The Registrar of Companies for Scotland hereby certifies that

**SEA CONTAINERS FERRIES SCOTLAND LIMITED**

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

Given at Companies House, Edinburgh, the

**25 MARCH 1992**

 Registrar of Companies



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

12

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

[ ] [ ] [ ] [ ]

137325

Name of company

\* SEA CONTAINERS FERRIES SCOTLANDS LIMITED

I, JOHN AYTON

of RICHARDS BUTLER

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~(person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2))~~ and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835

Declared at Barlow Lyde and Gilbert

Declarant to sign below

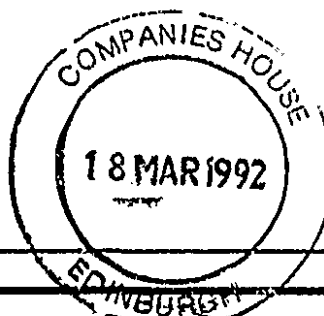
Beaufort House, 15, St. Botolph Street  
London EC3A 7EE

the 4th day of February

One thousand nine hundred and Ninety-two

before me

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.



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

RICHARDS BUTLER  
BEAUFORT HOUSE  
15, ST. BOTOLPH STREET  
LONDON EC3A 7EE  
REF: FJD/JACA/SJ60-049

For official Use  
New Companies Section

Post room



PAID

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

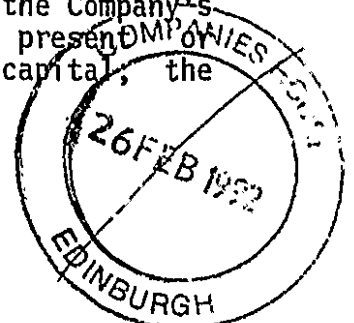
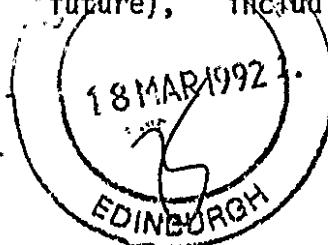
MEMORANDUM OF ASSOCIATION

of

SEA CONTAINERS FERRIES SCOTLAND LIMITED

137325

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



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

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

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

And it is hereby declared that -

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

4. The liability of the members is limited.

5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

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

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NAMES AND ADDRESSES  
OF SUBSCRIBERS

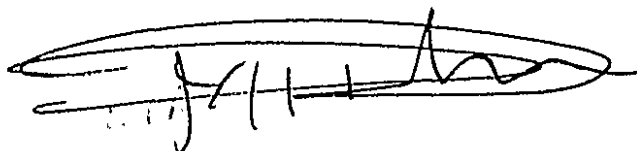
Number of shares  
taken by each  
subscriber

---

1. Mr. Daniel John O Sullivan 1  
26 Forest Close  
Chislehurst  
Kent BR7 5GS



2. For and on behalf of  
Sea Containers Ferries Limited 1  
Sea Containers House  
Upper Ground  
London SE1 9PF



Director

Total shares taken

2

---

DATED

1992.

WITNESS to the above signatures -

*WITNESSES*  
*SEA CONTAINERS*  
*LONDON SE1*

*BRITISH*

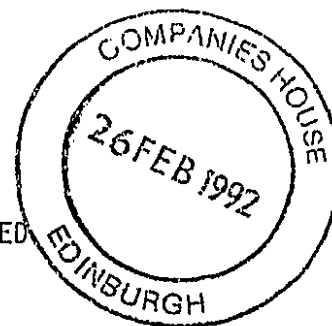
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THE COMPANIES ACT 1985

\_\_\_\_\_  
COMPANY LIMITED BY SHARES

\_\_\_\_\_  
ARTICLES OF ASSOCIATION  
of  
SEA CONTAINERS FERRIES SCOTLAND LIMITED

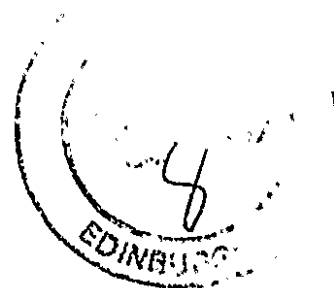
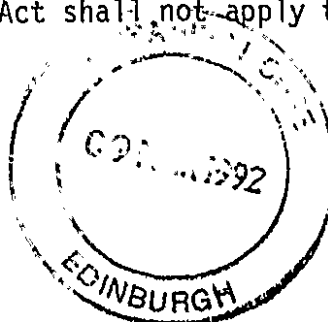


\_\_\_\_\_  
PRELIMINARY

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

SHARES

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



## TRANSFER OF SHARES

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

## DIRECTORS

8. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

9. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -

- (1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue ; or
- (2) by an ordinary resolution of the Company.

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

[10. The directors may appoint a person willing to act to be a director.]

11. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

12. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

## THE SEAL

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



## INDEMNITY

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

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### NAMES AND ADDRESSES OF SUBSCRIBERS

---

1 MR DANIEL JOHN O'SULLIVAN  
26 FOREST CLOSE  
CHISLEHURST  
KENT BR7 5GS

*D.J. Sullivan* X

For and on behalf of

2 SEA CONTAINERS FERRIES LIMITED  
SEA CONTAINERS HOUSE  
UPPER GROUND  
LONDON SE1 9PF

*Sumner* X

Director

---

DATED

1992.

WITNESS to the above signatures -

*[Signature]*  
PA (A. 1021  
20, UPPER GROUND  
LONDON E.1.  
BARRISTER

fjd/SJ60-049/AoA



COMPANIES HOUSE

10

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

This form should be completed in black.

CN

107335

For official use

Company name (in full)

SEA CONTAINERS FERRIES SCOTLAND LIMITED

Registered office of the company on  
incorporation.

RO

34 CHARLOTTE STREET

Post town STRANRAER

County/Region WIGTOWNSHIRE

Postcode DG9 7EF

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☐

Name

RA

Post town

County/Region

Postcode

☐

Number of continuation sheets attached

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

RICHARDS BUTLER, BEAUFORT HOUSE, 15 ST BOTOLPH ST,  
LONDON (REF: FJD/AXH/SJ60-049)

Postcode EC3A 7EE

Telephone 071-247 6555

Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature****CS**

DANIEL JOHN

O'SULLIVAN

**AD**

26 FOREST CLOSE

Post town

CHISLEHURST

County/Region

KENT

Postcode

BR7 5GS

Country ENGLAND

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

Signed

Date

3<sup>rd</sup> February 1992**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD**

DANIEL JOHN

O'SULLIVAN

**AD**

26 FOREST CLOSE

Post town

CHISLEHURST

County/Region

KENT

Postcode

BR7 6GS

Country ENGLAND

**DO** 2 4 1 1 3 8Nationality **NA** BRITISH**OC** CHARTERED ACCOUNTANT**OD** ORIENT EXPRESS HOLDINGS LTD AND ITS SUBSIDIARIES,  
SEA CONTAINERS BRITISH ISLES, SEACAT LIMITED, FERRY  
AND PORT HOLDINGS, SEACAT SCOTLAND LTD

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

Signed

Date

3<sup>rd</sup> February 1992

**Directors** (continued)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

**CD**

ROBIN  
WILKINS

**AD** THE BAYS

NORTH FORELAND AVENUE

Post town BROADSTAIRS

County/Region KENT

Postcode CT10 3QT Country ENGLAND

**DO** 24.01.47 Nationality **NA** BRITISH**OC** Company Executive**OD**

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

Signed

Date 3<sup>rd</sup> February 1992

Delete if the form  
is signed by the  
subscribers

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date 3<sup>rd</sup> February 1992

Signed

Date 3<sup>rd</sup> February 1992

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Company Secretary (See notes 1 - 5)

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

### Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

## Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

### Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

<input type="checkbox"/> CS	
<input type="checkbox"/> AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

<input type="checkbox"/> CD	MR
	HAMISH
	ROSS
<input type="checkbox"/> AD	MAITLAND LADY'S WALK
Post town	STRANRAER
County/Region	WIGTOWNSHIRE
Postcode	DG9 8BN
Country	SCOTLAND
<input type="checkbox"/> DO	1170743
Nationality	<input type="checkbox"/> NA BRITISH
<input type="checkbox"/> OC	Company Executive
<input type="checkbox"/> OD	
I consent to act as director of the company named on page 1	
Signed	Date 3 <sup>rd</sup> February 1992

**Directors** (continued)

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD	MR
MICHAEL PATRICK	
AIKEN	
AD	CORNS LODGE
BATTLE HOUSE LANE	
SOUTH PARK, NR PENHURST	
KENT	
TN11	
ENGLAND	
DO	015 011 319
Nationality	
NA	BRITISH
OC	Company Executive
OD	

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

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date