



**FILE COPY**

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

Company No. 350789

The Registrar of Companies for Scotland hereby certifies that

**JUNK PRODUCTION 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 **4th November 2008**



**\*NSC350789N\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

for the record

12

Please complete in typescript,  
or in bold black capitals

CHWP000

## Declaration on application for registration

Company Name in full

Junk Production Limited

I, Michael Anthony Kane

of 16 Hill Street, Edinburgh EH2 3LD

† Please delete as appropriate

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 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

*Michael Kane*

Declared at

16 Hill Street, Edinburgh EH2 3LD

Day Month Year

On

03 11 2008

① Please print name

before me ①

PATRICK COFTUS

Signed

*P. Coftus*

Date

3 11. 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

Bell & Scott LLP

16 Hill Street, Edinburgh EH2 3LD

Tel 0131 226 6703

DX number ED114

DX exchange Edinburgh



SCT

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04/11/2008  
COMPANIES HOUSE

1961

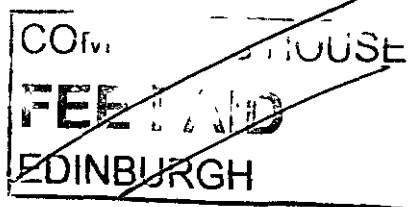
When you have completed and signed the form please send it to the Registrar of Companies at

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

TUESDAY



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10

Please complete in typescript,  
or in bold black capitals

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Junk Production Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

16 Hill Street

Post town

Edinburgh

County / Region

Postcode

EH2 3LD

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



Agent's Name

Bell & Scott LLP

Address

16 Hill Street

Post town

Edinburgh

County / Region

Postcode

EH2 3LD

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

Bell & Scott LLP

16 Hill Street, Edinburgh EH2 3LD

Tel 0131 226 6703

DX number ED114

DX exchange Edinburgh

TUESDAY



SCT

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04/11/2008

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COMPANIES HOUSE

When you have completed and signed the form please send it to the  
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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 Junk Production Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Bell & Scott (Secretarial Services) Limited

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

16 Hill Street

<sup>††</sup> 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

Edinburgh

County / Region

Postcode

EH2 3LD

Country

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

Consent signature

*Dr Michael J. D. Macleod*

Date

20 October 2008

## Directors (see notes 1 5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Susan Jane

Surname

Price

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

7 Park Place

<sup>††</sup> 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

Dollar

County / Region

Clackmannanshire

Postcode

FK14 7AA

Country

Day Month Year

Date of birth

3 0 1 2 1 9 6 6

Nationality

British

Business occupation

Company Director

Other directorships

None

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

Consent signature

*S. Price*

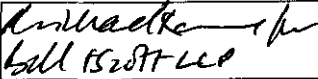
Date

27/10/08

## Directors (see notes 1 5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>							
<b>* Voluntary details</b>	<b>Forename(s)</b>									
	<b>Surname</b>									
	<b>Previous forename(s)</b>									
	<b>Previous surname(s)</b>									
†† 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	<b>Address</b> ††									
	<b>Post town</b>									
	<b>County / Region</b>		<b>Postcode</b>							
	<b>Country</b>									
	<b>Date of birth</b>	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td></td><td></td><td></td></tr></table>	Day	Month	Year				<b>Nationality</b>	
Day	Month	Year								
	<b>Business occupation</b>									
	<b>Other directorships</b>									
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>		<b>Date</b>							

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).	<b>Signed</b>		<b>Date</b>	20 Oct 2025
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	

## 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

**THE COMPANIES ACTS 1985 and 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**of**

**JUNK PRODUCTION LIMITED**

**Solicitors, Bell & Scott LLP**

16 HILL STREET EDINBURGH EH2 3LD  
TELEPHONE 0131 226 6703  
FACSIMILE 0131 226 7602  
ACCOUNT NO  
FAS 0426 DX ED114

THE COMPANIES ACTS 1985 and 2006  
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

Of

JUNK PRODUCTION LIMITED



- 1 The Company's name is Junk Production Limited
- 2 The Company's registered office is to be situated in Scotland
- 3 The Company's objects are
  - (a) To carry on the business of a general commercial company
  - (b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
  - (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
  - (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any share, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
  - (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
  - (f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made

TUESDAY



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COMPANIES HOUSE



- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance or any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- (j) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions
- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- (m) To control, manage, finance, subsidise, co ordinate or otherwise assist any company or companies in which the company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- (p) To act as agents of brokers and as trustees for any person, firm or company, and to undertake and perform sub contracts
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them or shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any persons, firms or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants, and to set up establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained
- (t) To give financial assistance directly or indirectly for the purpose of acquiring shares in the Company or any other company or to reduce or discharge any liability incurred for such purpose
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature
- (v) To procure the Company to be registered or recognised in any part of the world

- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub contractors or otherwise and either alone or in conjunction with others
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

AND so that

- (1) None of the objects set forth in any sub clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub clause, or by reference to or inference from the terms of any other sub clause of this Clause, or by reference to or inference from the name of the Company
- (2) None of the sub clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub clause of this Clause as though each such sub clause contained the objects of a separate Company
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- (4) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re enactment of that provision for the time being in force including any provisions of the Companies Act 2006 which may be in force

4 The liability of the Members is limited

5 The Company's share capital is £100 divided into 100 Ordinary Shares of £1 00 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

**Names and addresses of subscribers**

We, Bell & Scott (Nominees) Limited of 16, Hill Street, Edinburgh EH2 3LD agree to subscribe for 1 ordinary share of £1 as undernoted

  
Michael Anthony Kane, Director

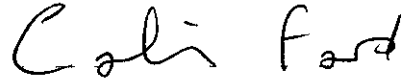
At Edinburgh

On 20<sup>th</sup> October 2008

Witness

Full Name

Address



COLIN FORD

16 HILL STREET

EDINBURGH EH2 3LD

**THE COMPANIES ACTS 1985 and 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**Of**

**JUNK PRODUCTION LTD**

**Solicitors Bell & Scott LLP**

16 HILL STREET EDINBURGH EH2 3LD  
TELEPHONE 0131 226 6703  
FACSIMILE 0131 226 7602  
ACCOUNT NO  
FAS 0426 DX ED114

**THE COMPANIES ACTS 1985 and 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**JUNK PRODUCTION LIMITED**

**INTERPRETATION**

- 1** In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings

**“The Act”** means the Companies Act 1985 and every statutory modification or re enactment thereof for the time being in force

**“The 2006 Act”** means the Companies Act 2006

**“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 Act 1985 (Electronic Communications) Order 2000 and the Companies (Tables A to F) (Amendment) Regulations 2007

A reference in these Articles to a “regulation” is a reference to the regulation of that number in Table A

**TABLE A**

- 2** The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles
- 3** Regulations 8 to 22, 24 to 26, 64, 69, 76 to 79, 94 and 118 shall not apply to the Company

**SHARE CAPITAL**

4. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 00 each
- 5 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of Section 80 (2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at discount
- 6 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 5 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting
- 7 The authority conferred on the directors by articles 5 and 6 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act
- 8 The provisions of section 89(1) of the Act shall not apply to the Company

**TRANSFER OF SHARES**

- 9 The directors shall register any instrument of share transfer presented for registration provided that it is duly stamped

**PROCEEDINGS AT GENERAL MEETINGS**

- 10 If and so long as there is only one member of the Company, a decision taken by the member, which may be taken in general meeting, is effective as if agreed by the Company in general meeting and such sole member shall constitute a quorum at

meetings of the members. A decision taken by a sole member (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the Company. Regulation 40 is modified accordingly.

11. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 shall be modified accordingly.

12. On a show of hands or on a poll, votes may be given either personally or by proxy.

#### **NUMBER OF DIRECTORS**

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

#### **ALTERNATE DIRECTORS**

14. A director shall not be entitled to appoint an alternate director to represent him at meetings of the directors or of committees. Accordingly

- (a) regulation 88 is amended by deleting the last sentence,
- (b) regulation 93 is amended by deleting from and including the words "but a resolution signed by an alternate director" to the end of the regulation, and
- (c) the last sentence of regulation 89 is deleted.

#### **DELEGATION OF POWERS**

15. The following sentence shall be inserted after the first sentence of regulation 72

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company."



**APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 16 The directors shall not be subject to retirement by rotation The last sentence of regulation 84 is accordingly deleted
- 17 The Company may by ordinary resolution, or the directors may appoint as a director either to fill a vacancy or as an additional director any person who is willing to act
18. A director is not required to hold qualification shares

**DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 19 Regulation 81 shall be amended by
- (a) replacing "by notice to the company" in paragraph (d) with "by notice delivered to the office or tendered at a meeting of the directors", and
  - (b) by substituting for paragraphs (c) and (e) thereof the following provisions
    - "(c) he becomes, in the opinion of all his co directors, incapable by reason of mental disorder of discharging his duties as a director,
    - or
    - (e) he is otherwise duly removed from his office "
- 20 A person is not disqualified from being a director by having attained any particular age

**REMUNERATION OF DIRECTORS**

- 21 Regulation 82 shall be amended by the addition of the following
- "Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for

which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another as the directors may determine ”

#### **PROCEEDINGS OF DIRECTORS**

- 22** Regulation 88 shall be amended by substituting for the sentence

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom ”

the following sentence

“Notice of every meeting of directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom ”

- 23** If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, Regulations 88 and 90 shall not apply to the Company

- 24** Any director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear other and participation in a meeting in this matter shall be deemed to constitute presence in person at such meeting

- 25 Subject to such disclosure as is required by Section 182 of the 2006 Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company

#### MINUTES

26. Regulation 100 is amended by replacing paragraphs (a) and (b) with "of all proceedings of general meetings and meetings of the directors"

#### NOTICES

- 27 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed Regulations 111 and 112 shall be amended accordingly

#### INDEMNITY

- 28 (a) Subject to the provisions of the Act and without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities sustained or incurred by him otherwise than as a result of his own negligence or default in connection with the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application

in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company

- (b) Subject to the provisions of the Act, the directors shall have power to purchase and maintain for any director, secretary, or auditor of the Company insurance against such liability as is referred to in Section 414 of the 2006 Act

**Names and addresses of subscribers**

They are subscribed by Bell & Scott (Nominees) Limited of 16 Hill Street, Edinburgh EH2 3LD as undernoted



Michael Anthony Kane, Director

At Edinburgh

On 20<sup>th</sup> October 2008

Witness



Full Name

COLIN FONG

Address

16 HILL STREET

EDINBURGH EH2 3LD