

001377/20 FC

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment

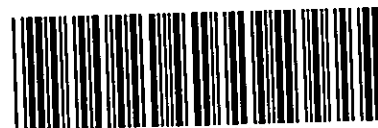


A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
UK establishment

☐ **What this form is for**
You cannot use this form to register
the details of an existing
officer or establishment

WEDNESDAY



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A17 09/10/2013 #204
COMPANIES HOUSE
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RCS 02/10/2013 #2
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Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name^①

ATLANT ENERGY DMCC

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
→ To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ^②

ATLANTIC ENERGY DMCC

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions^③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Registration of an overseas company opening a UK establishment

Part 2 Overseas company details**B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ No Go to **Section B2**→ Yes Please enter the registration number below and then go to **Part 5** of the form Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration numberB R **B2 Credit or financial institution**

Is the company a credit or financial institution? ❷

☐ Yes☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸

PRIVATE LIMITED COMPANY

Country of
incorporation *

DUBAI, UNITED ARAB EMIRATES

Identity of register
in which it is
registered ❹

DUBAI MULTI COMMODITIES CENTRE

Registration number in
that registerD M C C 3 0 6 5

❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete **Sections B5 and B6**→ No Go to **Section B6****B5 Governing law and accounting requirements**

Please give the law under which the company is incorporated

Governing law ❺

DUBAI MULTI COMMODITIES CENTRE AUTHORITY

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to **Part 3**

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

Part 3 Constitution

C1	Constitution of company	<p>① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator</p> <p>② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator</p>								
<p>The following documents must be delivered with this application</p> <ul style="list-style-type: none"> - Certified copy of the company's constitution and, if applicable, a certified translation <p>Please tick the appropriate box(es) below</p> <p><input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ①</p> <p><input type="checkbox"/> I enclose a certified translation, if applicable ②</p>										
C2	EEA or non-EEA member state									
<p>Was the company formed outside the EEA?</p> <p>→ Yes Go to Section C3</p> <p>→ No Go to Part 4 'Officers of the company'</p>										
C3	Constitutional documents									
<p>Are all of the following details in the copy of the constitutional documents of the company?</p> <ul style="list-style-type: none"> - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital <p>→ Yes Go to Part 4 'Officers of the company'</p> <p>→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4</p> <p>The information is not required if it is contained within the constitutional documents accompanying this registration</p>										
C4	Information not included in the constitutional documents	<p>③ This address will appear on the public record</p> <p>④ Please give a brief description of the company's business</p> <p>⑤ Please specify the amount of shares issued and the value</p>								
<p>Please give the address of principal place of business or registered office in the country of incorporation ③</p>										
Building name/number	UNIT NO 2H-05-235									
Street	ALMAS TOWER, JUMEIRAH LAKE TOWERS SHEIKH ZAYED ROAD									
Post town										
County/Region	DUBAI									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>									
Country	UNITED ARAB EMIRATES									
<p>Please give the objects of the company and the amount of issued share capital</p>										
Objects of the company ④	TRADING IN OIL AND GAS									
Amount of issued share capital ⑤	AED 50,000 DIVIDED 50 SHARES OF AED 1,000 PAR VALUE									

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**D1****Secretary details^①**

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②**① Corporate details**

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2**Secretary's service address^③**

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3**Secretary's authority**

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority

- ☐ Limited ^④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^① Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
E2	Location of the registry of the corporate body or firm Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

Please enter the extent of your authority as corporate secretary
Please tick one box

Extent of authority

- ☐ Limited ❶
☐ Unlimited

Description of limited
authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
☐ Jointly ❷

If applicable, name(s)
of person(s) with
whom you are
acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

Registration of an overseas company opening a UK establishment

F1 Director details

1 Corporate details
Please use Sections G1-G5 to enter corporate director details

2 Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

3 Country/State of residence
This is in respect of your usual residential address as stated in Section F3

4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

5 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

OS IN01

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ① Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
G4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5

UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ❶ <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	❶ Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

H4		Particulars of UK establishment ^①	
	Please enter the name and address of the UK establishment		① Address This is the address that will appear on the public record
Name of establishment	ATLANTIC ENERGY DMCC		
Building name/number	FIFTH FLOOR		
Street	25 KNIGHTSBRIDGE		
Post town	LONDON		
County/Region			
Postcode	S W 1 X 7 L Y		
Country			
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	0 1 1 0 2 0 1 1		
Business carried on at the UK establishment	AN INTERNATIONAL FORUM FOR THE WIDER GROUP		

OS IN01

Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

THOMAS STATHIS

Surname

REDFERN

J2**Permanent representative's service address ^①**

Building name/number

8

Street

LINCOLN'S INN FIELDS

Post town

LONDON

County/Region

Postcode

W C 2 A 3 B P

Country

UNITED KINGDOM

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ^②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

^② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8** 'Signature'

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Surname

K2

Service address of person authorised to accept service ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

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

Contact name **DOMINIC FIORE**

Company name **FITZGERALD AND LAW LLP**

Address **8 LINCOLN'S INN FIELDS**

Post town **LONDON**

County/Region

Postcode **W C 2 A 3 B P**

Country **ENGLAND**

DX

Telephone **0207 404 4140**

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

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

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.

Where to send

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

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

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

Northern Ireland

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

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

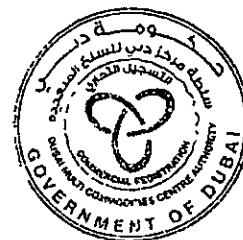
Further information

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

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

MEMORANDUM OF ASSOCIATION
OF

ATLANT ENERGY DMCC



- 1 The name of the Company is ATLANT ENERGY DMCC
- 2 The Registered Office of the Company shall be situated at the Dubai Multi Commodities Centre in Dubai – United Arab Emirates
- 3 The objects for which the Company is established are
 - a) To carry on all such business as the Dubai Multi Commodities Centre Authority (“the Authority”) may permit under the terms of the license to be issued to it by the Authority (“the License”) For this purpose the License shall be an integral part of this Memorandum of Association
 - b) To carry on any other trade or business which can, in the opinion of its Board of Directors and subject to the Authority’s approval, be advantageously carried on in connection with or as ancillary to any of the business or activity set out in the License
 - c) Notwithstanding the generality of the foregoing, the Company may not carry on business until and unless they get the necessary approval from the competent authorities of UAE, if such activities are regulated by these competent authorities
- 4 The authorized and issued capital of the Company is AED 50,000 divided into 50 shares of AED 1000/- par value, which shares have been issued to the shareholders as set out at the end of this Memorandum of Association
- 5 The Company may not issue bearer shares The Company may not issue new shares unless its issued shares have been fully paid
- 6 The Company may not directly or indirectly acquire its own shares unless expressly permitted to do so by the Authority
- 7 No provision in this Memorandum of Association may be amended, modified, varied, altered, changed or substituted save by the shareholders’ resolution which shall be subject to the approval of the Authority
- 8 The Company shall have a separate legal personality wholly distinct from that of its shareholders The liability of the shareholders to the debts of the Company shall be limited to the amount unpaid of their respective shares if any

PERMANENT REPRESENTATIVE:
THOMAS STATHIS REDFERN.

This is to certify that
this is a true copy of
the original document.

Signed *T. Redfern* TS REDFERN
Solicitor

Date 24 September 2013
Redfern Legal LLP

REDFERN LEGAL LLP
SOLICITORS
7 HENRIETTA STREET
COVENT GARDEN
LONDON WC2E 8PS



We, the several persons, whose names, addresses and descriptions are subscribed below, are des
forming a Dubai Multi Commodities Centre Company in pursuance of this Memorandum of Associati
we respectively agree to take the number of shares in the capital of the Company set opposite our res
names.

SHAREHOLDER (S)

No.1

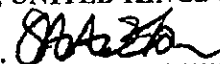
Name : SCOTT HUGH AITKEN

Nationality : BRITISH

Address : 12 YEOMANS ROW, LONDON SW3 2AH, UNITED KINGDOM

No. of Shares : 50 Shares

Amount Per share : (AED) 1000/-

Signature: 

Date: 24, 01, 2012

Signature/
24/01/12

are desig
of Associati
the our resp

ARTICLES OF ASSOCIATION



The following Regulations shall constitute the Regulations of the Company In these Articles words and expressions used in the attached Memorandum of Association shall have the same meaning and, unless otherwise required by the context, the singular shall include the plural and vice-versa, the masculine shall include the feminine and neuter and references to persons shall include corporations and all legal entities capable of having a legal existence.

SHARES

2 Subject to the provisions of these Articles and any resolution of shareholders the un-issued shares of the Company (whether forming part of the original or any increased authorized capital) shall be at the disposal of the shareholders who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Company may by a resolution of shareholders determine.

3 No share shall be issued except as fully paid up

4 The name and address of every person being the holder of registered shares, their class or series and the date when they became or ceased to become a shareholder, shall be entered as a shareholder in the share register

5 Every person whose name is entered as a shareholder in the share register being the holder of registered shares, shall without payment, be entitled to a certificate specifying the share or shares held and the par value thereof, provided that in respect of a registered share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all

6 Every person to whom shares are issued must hold a certificate or such other proof as may be legally acceptable specifying the share or shares held and the certificate must be issued under the Seal of the Legal Registrar of Dubai Multi & Commodities Centre Authority

7 If a certificate is worn out or lost it may be renewed on production of a worn-out certificate, or on satisfactory proof its loss together with such indemnity as the directors may reasonably require Any shareholder receiving a share certificate shall indemnify and hold the Company, its directors and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such certificate

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TRANSFER OF SHARES

- 8 Subject to the provisions of the laws in place in the United Arab Emirates and the Dubai Commodities Centre, registered shares may be transferred by a written instrument signed by the transferor and containing the name and address of the transferee or in such other manner or form as may be subject to such evidence as the directors shall consider appropriate. The transfer shall take effect only if subject to approval by a resolution of the Board of Directors and the Dubai Multi Commodities Centre Authority on registration of the transferee as holder of the shares and on surrender of the share certificate, if any, representing the transferred shares.
- 9 The directors shall have the power to close the share register for such period as they shall think fit, but not exceeding 60 days in any one year.

TRANSMISSION OF SHARES

- 10 (a) The personal representative, guardian or heirs as the case may be of a deceased, incompetent or bankrupt sole holder of a registered share shall be the only persons recognized by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivor or survivors, and the personal representative, guardian or heirs as the case may be of the deceased, incompetent or bankrupt, shall be the only persons recognized by the Company as having any title to the share but they shall not be entitled to exercise any rights as a shareholder of the Company until they have proceeded as set forth in the following provisions.
- (b) Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any shareholder may be registered as a shareholder upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a shareholder for such purposes shall be deemed to be a transfer of shares of the deceased, incompetent or bankrupt shareholder and the directors shall treat it as such.
- 11 Subject to the provisions of the laws in place in the United Arab Emirates and the Dubai Multi Commodities Centre, any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as a transferee of such share or shares and such request shall be treated as if it were a transfer.



MEETINGS OF SHAREHOLDERS



The directors may convene meetings of the shareholders of the company at such times and in such manner and places as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of shareholders holding more than 10 percent of the votes of the outstanding voting shares in the Company

At least seven days notice specifying the place, the day and the hour of the meeting and the general nature of the business to be conducted shall be given to such persons whose names on the date of the notice is given appear as shareholders in the share register of the Company.

A meeting of the Shareholders shall be deemed to have been validly called, notwithstanding that it is called in contravention of the requirement to give notice in Sections 12 and 13 above, if shorter notice of the meeting is agreed by shareholders holding not less than 90 percent of the total number of shares having a right to attend and vote at the meeting, or if all such shareholders have waived notice of the meeting Presence at the meeting shall be deemed to constitute waiver

The inadvertent failure of the directors to give notice of a meeting to a shareholder or to the agent or attorney of a shareholder as the case may be, or the fact that a shareholder or such agent or attorney has not received the notice, does not invalidate the meeting

A shareholder may be represented at a meeting of shareholders by a proxy who may speak and vote on behalf of that shareholder

The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote

The instrument appointing a proxy shall be in the following form or in such other form as the Chairman of the meeting shall accept as acceptable evidence of the wishes of the shareholder appointing the proxy

FORM OF PROXY

I/We _____ being a shareholder of the above Company, hereby appoint _____ of _____ to be my/our proxy to vote for me/us and on my/our behalf at the meeting of shareholders to be held on the _____ day of _____, and at any adjournment thereof

Signed this _____ day of _____

Shareholder

PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

- 19 No business shall be transacted at any meeting of shareholders unless a quorum of shareholders present at the time when the meeting proceeds to business. A quorum shall consist of one or 25 shareholder present in person or by proxy representing at least one half of the votes of the shares of each class of series of shares entitled to vote as a class or series and the same proportion of the shares of the remaining shares entitled to vote.
- 20 If within one hour from the time appointed for the meeting a quorum is not present, the meeting 26 convened upon the requisition of shareholders, shall be dissolved, in any other case it shall be adjourned to the next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from 27 time appointed for the meeting in person or by proxy not less than one third of the votes of the shares of each class or series of shares entitled to vote on the resolutions to be considered by the meeting those present shall constitute a quorum but otherwise the meeting shall be dissolved.
- The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company 28
- If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the shareholders present shall choose someone of the number to be Chairman.
- 21 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 22 Voting shall be in accordance with the voting rights attached to each class or series of shares, if an If two or more persons are jointly entitled to a registered share and if more than one of such persons is desirous of voting at the meeting whether in person or by proxy, the vote of that person whose name appears first among such voting joint holders in the share register alone shall be counted.
- 23 A shareholder may be present at a meeting if he participates by telephone or other electronic means and all shareholders participating at the meeting are able to hear each other.
- 24 At any meeting of the shareholders the Chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the Chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such a resolution, but if the Chairman shall fail to take a poll then any shareholder present in person or by proxy who disputes the announcement by the Chairman of the



result of any vote may immediately following such announcement demand that a poll be taken and the Chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the Chairman.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of that number or proportion of the votes recorded in favour of or against such a resolution.

If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

A resolution which has been notified to all shareholders for the time being entitled to vote and which has been approved by a majority of votes of those shareholders in the form of one or more documents in writing by telex, telegram, cable or other written electronic communication shall without the need for any notice, become effectual as at the date thereof as a resolution of the shareholders.

Any person other than an individual shall be regarded as one shareholder and subject to Section 29 below the right of any individual to speak for or represent such shareholder shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any shareholder.

Any person other than an individual which is a shareholder of the Company may by a resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual shareholder of the Company.

DIRECTORS

The first director or directors shall be elected by the subscribers to the Memorandum of Association. Thereafter, the directors shall be elected by the shareholders for such term as the shareholders may determine and may be removed by them.

The number of the directors shall be not less than one nor more than seven.

Each director holds office according to the terms of his appointment until his successor takes office or until his earlier death, resignation or removal.



- 33 A vacancy in the Board of Directors may be filled by the appointment of a new director pursuant
resolution of shareholders
- 34 A director shall not require a share qualification, but nevertheless shall be entitled to attend and 40
at any meeting of the shareholders and at any separate meeting of the holders of any class of shares
the Company.
- 35 A director by writing under his hand may from time to time appoint another director or any other 41
person to be his alternate. Every such alternate shall be entitled to be given notice of meetings of
directors and to attend and vote as a director at any such meeting at which the director appointing
him is not personally present and generally at such meeting to have and exercise all the powers
rights, duties and authorities of the director appointing him. Every such alternate shall be deemed
to be an officer of the Company and shall not be deemed to be an agent of the director appointing him.
If undue delay or difficulty would be occasioned by giving notice to a director of a resolution
which his approval is sought in accordance with section 52, his alternate (if any) shall be entitled
to signify approval of the same on behalf of that director. A Director by writing under his hand may
any time revoke the appointment of an alternate appointed by him. If a director shall die or cease
to hold the office of director, the appointment of his alternate shall thereupon cease and terminate
- 36 The shareholders may by resolution, fix the emoluments of directors in respect of services rendered
to be rendered in any capacity to the Company. The directors may also be paid such travelling, 4
and other expenses properly incurred by them in attending and returning from meetings of
directors, or any committee of the directors or meetings of the shareholders, or in connection with
business of the Company
- 37 Any director who, by request, goes or resides abroad for any purposes of the Company or who
performs services which in the opinion of the Board go beyond the ordinary duties of a director, may
be paid such extra remuneration (whether by way of salary, commission, participation in profits or
otherwise) as shall be approved by a resolution of shareholders
- 38 The Company may pay to a director who at the request of the Company holds any office (including
directorship) in, or renders services to any company in which the Company may be interested, such
remuneration (whether by way of salary, commission, participation in profits or otherwise) in respect
of such office or services as shall be approved by a resolution of shareholders
- 39 The office of director shall be vacated if the director
- (a) is removed from office by a resolution of shareholders, or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) becomes of unsound mind, or of such infirm health as to be incapable of managing his
affairs, or

(d) resigns his office by notice in writing to the Company

A director may hold any other office or position of profit under the Company (except that of an auditor) in conjunction with his office or director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the shareholders shall arrange

A director may be or become a director or other officer of, or otherwise interested in any company promoted by the Company, or in which the Company may be interested, as a shareholder or otherwise, and no director shall be accountable for any remuneration or other benefits received by him as director or officer or from his interest in such other company Subject to the approval of the shareholders, the directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolutions appointing them, or any of their number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company Subject also to the approval of the shareholders, a director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to become, a director or officer of such other company, and as such in any other manner is, or may be interested in the exercise of such voting rights in manner aforesaid

No director shall be disqualified by reason of his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement, by reason of such director holding that office or of the fiduciary relationship thereby established The nature of a director's interest must be declared by him at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, and if the director was not at the date of that meeting interested in the proposed contract or arrangement, or shall become interested in a contract or arrangement after it is made, he shall forthwith after becoming so interested advise the Company in writing of the fact and nature of his interest A general notice to the directors by a director that he is a shareholder of a specified firm or company, and is to be regarded as interested in any contract or transaction which may, after the date of notice, be made with such firm or company shall (if such director shall give the same at a meeting of the directors, or shall take reasonable steps to secure that the same is brought up and read at the next meeting of directors after it is given) be sufficient declaration of interest in relation to such contract or transaction with such firm or company

A director may be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company, or in which he is so interested as aforesaid, and



may vote upon such motion. However, if the agreement or transaction cannot be approved, 49
resolution of directors without counting the vote or consent of any interested director the agree
or transaction may only be validated by approval or ratification by a resolution of shareholders

POWERS OF DIRECTORS

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- 44 The business and affairs of the Company shall be managed by the directors who may pay
expenses incurred preliminary to and in connection with the formation and registration of
Company, and may exercise all such powers of the Company as are not by the Law or by the 5
provisions required to be exercised by the shareholders subject to any delegation of such powers,
may be authorized by these provisions and to such requirements as may be prescribed by a resoluti
of the shareholders, but no requirement made by a resolution of the shareholders shall invalidate a
prior act of the directors which would have been valid if such requirement had not been made
- 45 The Board may entrust to and confer upon any director or officer any of the powers exercisable by
upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally wit
or to the exclusion of, its own powers, and may from time to time revoke, withdraw, alter or vary
or any of such powers. The directors may delegate any of their powers to committees consisting
such member or members of their body as they think fit, any committee so formed shall in th
exercise of the powers so delegated conform to any regulations that may be imposed on it by th
directors
- 46 The Company may from time to time and at any time by a resolution of directors appoint a
company, firm or person or body of persons, whether nominated directly or indirectly by th
directors, to be the attorney or attorneys of the Company for such purposes and with such power
authorities and discretions (not exceeding those vested in or exercisable by the directors under the
Articles) and for such period and subject to such conditions as they may think fit, and any suc
powers of attorney may contain such provisions for the protection and convenience of persons dealin
with any such attorney as the directors may think fit and may also authorize any such attorney
delegate all or any of the powers, authorities and discretions vested in him
- 47 Any director who is a body corporate may appoint any person its duly authorized representative fo
the purpose of representing it at Board Meetings and of transacting any of the business of th
directors
- 48 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and
receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherw
'executed, as the case may be, in such manner as the Company shall from time to time by a resoluti
of shareholders determine

The directors may by a resolution of shareholders exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof or to issue securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party

Subject to section 31, the continuing directors may act notwithstanding any vacancy in their body

PROCEEDINGS OF DIRECTORS

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit Questions arising at any meeting shall be decided by a majority of votes, in case of any equality of votes the Chairman shall have a second or casting vote A director may at any time summon a meeting of directors

Provided that there shall be more than one director the quorum for directors' meetings shall be one half of the total number of directors or alternate directors and a minimum of 3 days notice (exclusive of the day of the meeting) shall be given to all directors and alternate directors of any meeting of the Board unless all the directors or their alternates on their behalf shall waive such notice for any particular meeting or any director shall waive his rights to receive notice Presence at the meeting shall be deemed to constitute waiver

A sole director shall have full power to represent the Company notwithstanding the reference in these Articles to a Board of Directors consisting of more than one person

The directors may elect a Chairman of their meeting and determine the period for which he is to hold office, but if no such Chairman is present at the time appointed for holding the same, the directors present shall choose one of their numbers to be the Chairman of such meeting

The directors may delegate any of their own powers to committees consisting of such of their body as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors

A committee may elect a Chairman of its meeting, if not such Chairman is elected, or if he is not present at the time appointed for holding the meeting the members of the committee present shall choose one of their number to be Chairman of such meeting

A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of its members present, and in case of an equality of votes, the Chairman shall have a second or casting vote

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All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified are hereby ratified and shall be as valid as if every such person had been duly appointed and was qualified to be a director

- 56 The directors shall cause the following books to be kept
- (a) minutes of all meetings of directors, and committees appointed by them,
 - (b) copies of all resolutions consented to by directors and committees appointed by them,
 - (c) such other books and records as may be necessary or desirable in their opinion to reflect the financial position of the Company
- 57 A resolution approved by all the directors or members of a committee for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors and taking the form of one or more documents in writing or messages transmitted by tele-printer from a duly authenticated source shall be as valid and effectual as if it had been passed at a meeting of the directors or such committee duly convened and held. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting

OFFICERS

- 58 (a) The Company may, by a resolution of directors, appoint officers of the Company at such times as shall be considered necessary or expedient, and such officers may consist of a General Manager, one or more Assistant General Managers, a Secretary and a Treasurer and such officers as may from time to time be deemed desirable

The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed by the directors thereafter, but in the absence of any specific allocation of duties it shall be the responsibility of the General Manager to manage the day to day affairs of the Company, the Assistant General Manager to act in order or seniority in the absence of General Manager but otherwise to perform such duties as may be delegated to them by the General Manager, the Secretary to maintain the registers, minute books and records (other than financial records) of the Company and to



ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company

- (b) The emoluments of all officers shall be fixed by a resolution of the directors
- (c) Any person may hold more than one office and no officer need be a director or shareholder of the Company. The officers shall remain in office until removed from office by the directors whether or not a successor is appointed

59 Any officer who is a body corporate may appoint any person its duly authorized representative for the purpose of representing it and transacting any of the business of the officers

60 No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related, including as a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors or at the meeting of the committee of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the other directors.

61 A director who has an interest in any particular business to be considered at a meeting of directors may be counted for purposes of determining the required quorum. However, the vote of such director shall not be counted for the purpose of passing a resolution in that particular business

INDEMNIFICATION

62 The Company may indemnify against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who

- (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company, or
- (b) is or was, at the request of the Company, serving as a director, officer or liquidator of or, in any other capacity, is or was acting for another company or partnership, joint venture or other enterprise,

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provided that, the person acted honestly and in good faith with a view to the best interests of the Company, and, in the case of criminal proceedings, had no reasonable cause to believe that conduct was unlawful.

63 The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of section 62, unless a question of law is involved

64 The termination of any proceedings by any judgement, order, settlement, conviction or the entering of a "nolle prosequi" does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had no reasonable cause to believe that his conduct was unlawful

65 If a person referred to in section 62 has been successful in defence of any proceedings referred to in that section, the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings

66 The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company, or who, at the request of the Company, is or was serving as a director, an officer or a liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, or other enterprises, against any liabilities asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability under section 62

SEAL

67 If a Seal is adopted by the Company the directors shall provide for the safe custody of the Seal, and every instrument to which the Seal shall be affixed shall be signed by one or more persons so authorized from time to time by the directors. If so authorized by resolution of directors, a facsimile of the Seal and of the signatures of any authorized signatory as is herein provided may be reproduced by printing or other means on any instrument and shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described

DIVIDENDS AND RESERVES



Subject to the approval of the shareholders, the directors may from time to time declare and pay a dividend whether interim or final and whether in money or in specie, but no dividend shall be declared and paid

- (a) except out of surplus,
- (b) unless the directors determine that immediately after payment of the dividend
 - (i) the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and
 - (ii) the realizable value of the assets of the Company will not be less than the sum of its total liabilities and of its capital as shown in the books of account

The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund for whatever purpose, and may invest the sum so set apart as a reserve fund upon such securities as they may select

The directors may deduct from the dividends payable to any shareholder all such sums of money as may be due from that shareholder to the Company

Notice of any dividend that may have been declared shall be given to each shareholder in manner hereinafter mentioned and all dividends unclaimed for three years after having been declared may be forfeited by the directors for the benefit of the Company

No dividends shall bear interest as against the Company

Any one of the joint holders of a share may give a valid receipt to the Company for dividends paid thereon

ACCOUNTS

The books of account shall be kept at the Registered Office of the Company or at such other place or places as the directors think fit

The directors may be required by a resolution of shareholders to cause to be made out and lay before the Company in a meeting of shareholders at some date not later than eighteen months after incorporation of the Company and subsequently once at least every calendar year a profit and loss account for a period in the case of the first account since incorporation of the Company and in any other case, since the preceding account, made to a date not earlier than the date of the meeting by more than twelve months, and a balance sheet as at the date to which the profit and loss account is made up. The Company's profit and loss account and balance sheet shall be drawn up so as to give

- respectively a true and fair view of the profit or loss of the Company for that financial period, and a true and fair view of the state of the affairs of the Company as at the end of that financial period
- 76 If so required by the shareholders, a copy of such profit and loss account and balance sheet shall be served on every member in the manner to that prescribed herein for calling a meeting 83

FINANCIAL YEAR

- 77 The financial year of the Company shall commence on 1st January and shall end on 31st December of each year, with the exception of the first financial year, which shall commence on the date of registration of the Company in the Companies Register and end on the 31st December of the next year, provided that no financial year shall exceed 18 months or be less than six months 84

AUDIT

- 78 The Company shall have one or more auditors to be appointed by the shareholders. The auditor(s) shall hold office from the date of appointment until such date of the shareholders' meeting where the accounts audited by them are discussed in that meeting. The remuneration of the auditor(s) shall be fixed by the shareholders 8
- 79 The auditor(s) shall examine the profit and loss account and balance sheet required to be laid before the Company in a shareholders' meeting and shall state in a written report whether or not
- (a) in his opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Company at the end of that period,
 - (b) all the information and explanations required by the auditor(s) have been obtained
- 80 The report of the auditor(s) shall be annexed to the accounts and shall be read at the shareholders' meeting, at which the accounts are laid before the Company
- 81 The auditor(s) of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditor(s)
- 82 The auditor(s) of the Company shall be entitled to receive notice of, and to attend any shareholders' meeting at which the Company's profit and loss account and balance sheet are to be presented for discussion and consideration.

CAPITALIZATION OF PROFITS AND BONUS SHARES



The shareholders may resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's surplus account or otherwise available for distribution, as a dividend and accordingly that such sum be set free for distribution amongst the shareholders who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but applied either in or towards paying up in full un-issued shares of the Company to be allotted and distributed credited as fully paid to and amongst such shareholders

A share allotted in accordance with section (83) shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share

In the case of an allotment of authorized but un-issued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the same time of the allotment

In the case of an allotment of authorized but un-issued shares without par value, the amount designated by the shareholders shall be transferred from surplus to capital at the time of the allotment, except that the Company by a resolution of shareholders must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference if any in the assets of the Company upon liquidation of the Company

The allotment of bonus shares shall be treated as a dividend of shares

Subject to the approval of the shareholders, the directors shall make all appropriations and applications of the surplus thereby resolved to be capitalized and all allotments and issues of fully paid shares if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to ignore fractions altogether or to determine that payment be made in cash or otherwise as they think fit in the case of shares becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such shareholders

NOTICES

A notice may be served by the Company upon any registered shareholder either personally or by posting it by airmail service in a prepaid letter addressed to him at his address as shown in the share register or by telex, telegram, cable or other written electronic communication

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90. All notices directed to be given to the shareholders shall with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of shareholders and notice so given shall be sufficient notice to all the holders of such share
91. Any notice, if served by post, shall be deemed to have been served within ten days of posting and proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. Notices by telex, telegram, cable or other written electronic communication shall be deemed to have been served 24 hours after dispatch 96
92. Notice may be served on the Company by posting it by prepaid service addressed to the Company at its Registered Office.

ARBITRATION

93. Whenever any differences arise between the Company on the one hand and any of the shareholders, their heirs, executors, administrators or assigns on the other hand touching the true intent and construction or the incidence or consequences of these Articles, touching anything then or thereafter done or executed, omitted or suffered in pursuance of the Law or touching any breach or alleged breach of these Articles or to any act affecting the Company or to any of the affairs of the Company, such difference shall, unless the parties agree to refer to a single arbitrator be referred to two arbitrators one to be chosen by each of the parties to the difference and the arbitrators shall before entering on the reference appoint an umpire. The award of the arbitrator shall be final and binding on all parties concerned
94. In absence of any arbitration rules in the Dubai Multi Commodities Centre, arbitration shall be conducted in accordance with the arbitration rules and procedures of the Dubai Chamber of Commerce and Industry

PENSION AND SUPERANNUATION FUNDS

95. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or super annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any



time interested, and to the wives, widows, families and dependents of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid



DISSOLUTION OF THE COMPANY

96 The Company shall be dissolved for any of the following reasons

- (i) a resolution by the shareholders holding 75% of the capital to dissolve the Company,
- (ii) fulfilment of the objects for which the Company was established, if so desired by the shareholders,
- (iii) amalgamation of the Company with another company,
- (iv) the depletion of all or most of the assets of the Company making beneficial investment of the remainder of the assets, if any, impracticable,
- (v) upon the rendering of a decision from the Court to dissolve the Company

LIQUIDATION OF THE COMPANY

97 One or more liquidators shall be appointed by the shareholders, unless the shareholders agree otherwise upon the dissolution of the Company. If the liquidation is by decision of the Court, the Court shall determine the manner of the liquidation and shall appoint a liquidator, and the powers of the Director(s) shall cease when the liquidator is appointed

AMENDMENT TO ARTICLES

98 The Company may by a resolution of shareholders alter or modify these Articles as originally drafted or as amended from time to time

GOVERNING LAW

99 The Company shall be subject to the laws, rules and regulations from time to time in force in the Dubai Multi Commodities Centre.

84

MISCELLANEOUS

100 Matters not provided for in these Articles of Association may be subject to additional regulation issued by the Dubai Multi Commodities Centre Authority

In witness whereof, we the undersigned do hereby subscribe our names to these Articles of Association on _____, day of _____, 2012

SHAREHOLDER (S)

No.1

Name : SCOTT HUGH AITKEN

Nationality : BRITISH

Address : 12 YEOMANS ROW, LONDON SW3 2AH, UNITED KINGDOM

No. of Shares : 50 Shares

Amount Per share : (AED) 1000/-

Signature: 

**I CERTIFY THAT THIS IS A TRUE
COPY OF...** *MEMORANDUM OF Association*
OF ATLANT ENERGY DMCC

SIGN 

**GODWIN O. OMOAKA ESQ.
NOTARY PUBLIC
LAGOS NIGERIA**



*Issued
25/01/12*



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC031562

UK Establishment No. BR016630

The Registrar of Companies hereby certifies that

ATLANTIC ENERGY DMCC

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **14th October 2013**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**