

FORM OF MEMORANDUM OF ASSOCIATION OF
A PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

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Memorandum of Association of []

1. The name of the company is “[]”.
2. The registered office of the company will be situate in Gibraltar.
3. The liability of the members is limited.
4. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company, contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding [].
5. WE, the several persons whose name and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

| Name of each subscriber | Number of shares taken by each subscriber | Signature of each subscriber | Name, address & signature of witness |
|-------------------------|---|------------------------------|--------------------------------------|
|-------------------------|---|------------------------------|--------------------------------------|

Date _____