

CONFIDENTIAL

COMPANY

Third Party Introducer Incorporation Form

Trident Trust Company (BVI) Ltd
Trident Chambers, Wickhams Cay
PO Box 146
Road Town, Tortola
British Virgin Islands
Tel +1-284-494-2434
Fax +1-284-494-3754
bvi@tridenttrust.com

It is a legal requirement for us to obtain the information and supporting documentation requested in this form prior to commencing a formal relationship with you as a client. All information and supporting documentation will be held in the strictest confidence. This form should be read in conjunction with our Standard Terms of Business and by executing this form you are deemed to have accepted our Standard Terms of Business.

The following information is required to incorporate and establish the corporate records of a BVI Business Company ("BVIBC") and assuming that a) a Third Party Introducer Agreement with our Terms of Business has been completed, signed and returned; and b) only Registered Office and Agent services are required from Trident BVI in respect of the new incorporation.

If trustee, nominee shareholder or director services are required please do not complete this form.

PROPOSED NAME

Please list at least three alternatives in order of preference, alternatively list shelf company names in order of preference.

1. KILROE FINANCE INC.

2. _____

3. _____

OBJECTS OF THE COMPANY

Objects Clause to be included in the company's Memorandum of Association. Select one.

☒ Short Form General

This clause is used by most companies and permits the company to participate in any activity not prohibited under any law for the time being in force in the British Virgin Islands.

☐ Long Form General Trading

☐ Long Form General Investment and Holding

Please confirm that the company will not:

– Carry on banking business unless licenced under the BVI Banks and Trust Companies Act

☒ Confirmed

– Carry on business as an insurance or reinsurance company

☒ Confirmed

– Provide the registered office for companies

☒ Confirmed

– Engage in mutual funds business unless licenced to do so under the Securities and Investment Business Companies Act

☒ Confirmed

SHARES

The government license fee is determined by the number of shares a company has the ability to issue. The standard number of shares is 50,000. Local government fees are higher where the company has the ability to issue in excess of 50,000 shares. Unless otherwise instructed we will form the company with 50,000 shares of par value US\$1.00.

If you do not wish for the standard number of shares, please state alternative number of shares to be authorised

Currency in which shares are to be issued

If other, please specify currency

Shares to be authorised at no par value

If no, state par value per share

One class of shares to be authorised

If no, please attach a separate schedule describing classes of shares

SHAREHOLDERS

A British Virgin Islands Business Company ("BVIBC") must have a minimum of one shareholder. Shareholders may be individual or corporate. Please attach a separate page if there is not enough space below to indicate your requirements.

Please Note: Our standard BVIBC Memorandum and Articles of Association does not permit the company to issue bearer shares. Please confirm if the company is to have the right to issue bearer shares to ensure the inclusion of the appropriate provisions

Bearer shares must be held in custody by a qualified or recognised custodian, such as Trident Trust Company (BVI) Ltd ("Trident Trust BVI"). A higher government fee (USD\$1,100) is payable by companies which have the right to issue bearer shares.

Please select one of the following options:

- ☐ **Registered Shares** (shares issued in the name of the owner/s). If you want Trident Trust BVI to prepare the share certificates, please indicate below the number of shares to be issued and the name of the shareholder.
- ☐ **Registered Shares of Joint Tenancy with the Right of Survivorship** (Joint tenancy is a form of ownership by two or more individuals together. It differs from other types of co-ownership as the surviving joint tenant automatically becomes the owner of the whole property upon the death of the other joint tenant. This is called "right of survivorship". Shares may be registered in the name of several shareholders and, in the event of death, the right of the deceased shareholder will be automatically assumed by the surviving ones.)
- ☐ **Bearer Shares** (BVI legislation requires that they be placed in the custody of an approved custodian, such as Trident Trust BVI. Additional information on incorporating a BVIBC with bearer shares including the additional fees is available from your Trident representative.)

Complete the information required below.

Cert. #1

Name of Shareholder/Corporation

1. ABERFORD GROUP FOUNDATION

2.

Principal Residential Address of Individual or Registered Office Address of Corporation

Calles 50 y Aquilino de la Guardia, Plaza Banco General

City Panama State Panama Postal Code _____ Country Panama

Nationality _____ Country of Birth or Incorporation Panama

Number of Shares 50,000 (fifty thousand) of USD\$1.00 Date of Birth or Incorporation _____

Corporate Registration Number (if applicable) n/a

Cert. #2

Name of Shareholder/Corporation

1.

2.

Principal Residential Address of Individual or Registered Office Address of Corporation

City State Postal Code Country

Nationality Country of Birth or Incorporation

Number of Shares Date of Birth or Incorporation

Corporate Registration Number (if applicable)

BENEFICIAL OWNER INFORMATION

- If there are more than two beneficial owners, please print this page and complete this section for each additional beneficial owner.
- If the beneficial owner(s) differs from the named individual or corporation on the share certificate, please provide a certified copy of the nominee or shareholders agreement.

Beneficial Owner 1

Name **ABERFORD GROUP FOUNDATION**

Principal Residential Address **Calles 50 y Aquilino de la Guardia, Plaza Banco General**

Town **Panama** Country **Panama** Postal Code

Occupation

Date of Birth Place of Birth

Nationality (list all)

Beneficial Owner 2

Name

Principal Residential Address

Town Country Postal Code

Occupation

Date of Birth Place of Birth

Nationality (list all)

DIRECTORS

- A minimum of one director is required. Directors may be individual or corporate.
- Please note that directors must consent to their appointment and, if they are an individual, be at least eighteen years old.
- Where an individual is the sole member and also the sole director then that sole member/director may nominate a reserve director to act in place of the sole director upon his/her death. A reserve director must consent to their appointment in writing.
- BVI law requires each BVI Business Company to file with the BVI Companies Registry its register of current directors and any subsequent changes to the directors. This filing is private and the register of directors is not open to public inspection. Only the BVI authorities and international competent authorities can access the information. The filing can only be performed by a company's registered agent. Trident will perform the filing as part of the incorporation process for new companies. For existing companies, Trident will perform the filing, following the execution of a board resolution authorising Trident to file the information. This filing will be conducted for an additional fixed fee, charged for each separate filing. Where Trident is providing director services, there is no charge for performing the filing except for BVI governments fees.

Director 1

Name of Individual/Corporation (please list also any former names or aliases)

Anthony Lambert

Address for Service of Documents for Individual or Registered Office Address of Corporation

If the residential address is different to the address for service of documents, please provide separately the usual residential address.

██

City **Dublin**

State

██

Phone

██

Nationality

████████

██

Date of Birth or Incorporation (dd/mm/yyyy)

████████████████

██

██

██

Expiry Date (dd/mm/yyyy)

████████████████

Director 2

Name of Individual/Corporation (please list also any former names or aliases)

Address for Service of Documents for Individual or Registered Office Address of Corporation

If the residential address is different to the address for service of documents, please provide separately the usual residential address.

City State Postal Code Country

Phone Email

Nationality Country of Birth or Incorporation

Date of Birth or Incorporation (dd/mm/yyyy) Occupation

Passport/Corporate Registration Number

Country of Issue Expiry Date (dd/mm/yyyy)

Director 3

Name of Individual/Corporation (please list also any former names or aliases)

Address for Service of Documents for Individual or Registered Office Address of Corporation

If the residential address is different to the address for service of documents, please provide separately the usual residential address.

City State Postal Code Country

Phone Email

Nationality Country of Birth or Incorporation

Date of Birth or Incorporation (dd/mm/yyyy) Occupation

Passport/Corporate Registration Number

Country of Issue Expiry Date (dd/mm/yyyy)

Reserve Director (optional)

- Only permitted where the same individual is the sole director and sole shareholder.

Name of Individual

Address for Service of Documents

If the usual residential address is different to the address for service of documents, please provide separately the usual residential address.

City	State	Postal Code	Country
Phone	Email		
Nationality	Country of Birth		
Date of Birth (dd/mm/yyyy)	Occupation		

LOCAL REGISTERED OFFICE & AGENT

It is a statutory requirement that all BVIBCs have a local registered office and registered agent. Unless otherwise instructed, Trident Trust BVI will arrange for both services to be provided.

- As required by the BVIBC Act, the registered agent/office is to be provided with a certified copy of the register of members and register of directors when the company is created and with updated, certified copies of these registers whenever there are changes. (See Appendix A for certification requirements.)
- When the registers change, certified copies should be provided within 14 days to update our files and where relevant, file with the Registrar of Corporate Affairs.
- The registered agent/office is to be provided with a certified copy of the register of charges.
- The registered agent/office is to be provided with copies of all notices and other documents filed by the company at the companies registry as well as copies of the minutes or meetings and resolutions of members and directors.

Please confirm the above will be provided as required.

Confirmed

RECORD-KEEPING REQUIREMENTS

The BVIBC Act stipulates that a company must maintain records and underlying documentation for a minimum of five years from the commencement or termination of a transaction. Companies have a statutory obligation to keep records that are sufficient to show and explain a company's transactions. The records must enable the financial position of the company to be determined with reasonable accuracy. The definition of records and underlying documentation includes the accounts of the company. Although the requirement to keep "accounts" does not mean that BVI Business Companies have an obligation to produce and maintain financial statements, it does mean they are required to keep "accounting records". The detail of this requirement and others in the new rules are explained in our FAQ on the regulations which is available on request.

The company must confirm in writing to its BVI registered agent the physical address where its records (including financial records) are kept as well as the details of the person responsible for maintaining these records. Any changes in location of the records or the person responsible for maintaining them must be reported to the registered agent within 14 days. This also applies to the minutes of meetings and resolutions of the members and directors which are not kept at the registered office. Companies that do not comply with the BVI's record-keeping requirements are subject to potential financial penalties.

Please note that company records may only be maintained at our offices where Trident Trust BVI provides secretarial services or director services to the company.

Please provide the physical address where the records will be kept.

XXXXXXXXXXXX

City XXXX State Postal Code XXXX Country **United Kingdom**

Please provide the contact details of the person responsible for maintaining the records at the specified physical address.

Name of Person Responsible for Records **Martin Brooks**

Phone XXXXXXXXXX

Email XXXXXXXXXX

Address **Same as above**

City State Postal Code Country

COMPANY SECRETARIAL SERVICES (OPTIONAL)

Please check the box if company secretarial services are required.

PURPOSE OF THE COMPANY

Please indicate the purpose for which the company is required from the selection below

☐ Own Vessel

Country of registration

☐ Own Aircraft

Country where aircraft is registered

☐ Own Real Estate

Country where property is located

☒ Own Bank Account

Name of Institution **UBS AG**

Address of Institution **1 Curzon Street**

City **London** State Postal Code **W1J 5UB** Country **United Kingdom**

☐ Own Investment Portfolio

Name of Institution

Address of Institution

City State Postal Code Country

☐ Hold Trust Assets

Trust Name

☐ Investment Vehicle (hold shares in other companies, intellectual property, etc.)

☐ Other (please provide details below)