

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



Companies House

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



J5M66ZDS #37
19/12/2016
COMPANIES HOUSE
J5LR7EYN #88
13/12/2016
COMPANIES HOUSE

MONDAY
TUE

- What this form is for**
You may use this form to register a UK establishment.
- What this form is NOT for**
You cannot use this form to change the details of an existing company officer or establishment.

Part 1 Overseas company details (Name)

FC033962 For official use

A1 Corporate name of overseas company

Corporate name ¹

KIRK BRYSON IRELAND LIMITED

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

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 restrictions³

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.gov.uk/companieshouse

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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 number

B 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 COMPANY LIMITED BY SHARES

Country of incorporation * IRELAND

Identity of register in which it is registered ❹ COMPANIES REGISTRATION OFFICE

Registration number in that register 5 4 7 5 6 1 [] [] [] [] [] []

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

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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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. ^①

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.

^① Please tick the appropriate box(es).

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Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- I have enclosed a certified copy of the company's constitution. ❶
- I enclose a certified translation, if applicable. ❷

❶ 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.

❷ 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.

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3.
- No Go to Part 4 'Officers of the company'.

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ❸

Building name/number

Street

Post town

County/Region

Postcode

Country

Please give the objects of the company and the amount of issued share capital.

Objects of the company ❹

Amount of issued share capital ❺

❸ This address will appear on the public record.

❹ Please give a brief description of the company's business.

❺ Please specify the amount of shares issued and the value.

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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)	MICHAEL
Surname	HERBERT
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 (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address ¹

Building name/number	UNIT 1, GREGG COURT
Street	PARNELL STREET
Post town	DUBLIN 1
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.

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	<input type="checkbox"/> Limited ¹ <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 ²
If applicable, name(s) of person(s) with whom you are acting jointly	

¹ 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.

² 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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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.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

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.

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.

Where the company/firm is registered ^③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

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.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

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

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E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. 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	 	

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Director

F1 Director details ¹	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.
Full forename(s)	MICHAEL
Surname	HERBERT
Former name(s) ²	
Country/State of residence ³	NORTHERN IRELAND
Nationality	BRITISH
Month/year of birth ⁴	X X ^m 0 ^m 5 ^y 1 ^y 9 ^y 5 ^y 7
Business occupation (if any) ⁵	DIRECTOR

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

2 Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

4 Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

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

F2 Director's service address ⁶	
Building name/number	UNIT 1 GREGG COURT
Street	PARNELL STREET
Post town	DUBLIN 1
County/Region	
Postcode	
Country	

6 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.

F3 Director's authority	
	Please enter the extent of your authority as director. Please tick one box.
Extent of authority	<input type="checkbox"/> Limited ⁷ <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 ⁸
If applicable, name(s) of person(s) with whom you are acting jointly	

7 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.

8 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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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.gov.uk/companieshouse
Where the company/firm is registered ^③		③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
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		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details.</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.</p> <p>④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>											
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.													
Full forename(s)	LESLEY													
Surname	HERBERT													
Former name(s) ②														
Country/State of residence ③	NORTHERN IRELAND													
Nationality	BRITISH													
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td>m</td><td>0</td><td>m</td><td>6</td> </tr> </table> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>3</td> </tr> </table>			m	0	m	6	y	1	y	9	y	6	y
m	0	m	6											
y	1	y	9	y	6	y	3							
Business occupation (if any) ⑤	DIRECTOR													

F2	Director's service address ⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>								
Building name/number	UNIT 1 GREGG COURT										
Street	PARNELL STREET										
Post town	DUBLIN 1										
County/Region											
Postcode	<table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											

F3	Director's authority		<p>⑦ 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>⑧ 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>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ⑦ <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 ⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Corporate director

G1**Corporate director details**

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

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.

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**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered

Registration number

EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

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.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

If applicable, the registration number

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

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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			

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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								
---	---	--	--	--	--	--	--	--	--

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								
---	---	--	--	--	--	--	--	--	--

H3 Delivery of accounts and reports

This section must be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ¹

- In respect of this establishment. Please go to Section H4.
- In respect of another UK establishment. Please give the registration number below, then go to Section H4.

¹ Please tick the appropriate box.

UK establishment registration number

B	R								
---	---	--	--	--	--	--	--	--	--

H4 Particulars of UK establishment ¹

You must enter the name and address of the UK establishment.

Name of establishment

KIRK BRYSON & CO LIMITED

Building name/number

AISLING HOUSE, 50

Street

STRANMILLIS EMBANKMENT

Post town

BELFAST

County/Region

CO. ANTRIM

Postcode

B	T	9		5	F	L	
---	---	---	--	---	---	---	--

Country

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened

d	2	d	2	m	0	m	3	y	2	y	0	y	1	y	3
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Business carried on at the UK establishment

BUYING AND SELLING OF OWN REAL ESTATE

¹ Address

This is the address that will appear on the public record.

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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) MICHAEL

Surname HERBERT

J2 Permanent representative's service address ¹

Building name/number UNIT 1 GREGG COURT

Street PARNELL STREET

Post town DUBLIN 1

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.

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.

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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)

MICHAEL

Surname

HERBERT

K2 Service address of person authorised to accept service ^①

Building name/number

UNIT 1, GREGG COURT

Street

PARNELL STREET

Post town

DUBLIN 1

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.

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Part 8

Signature

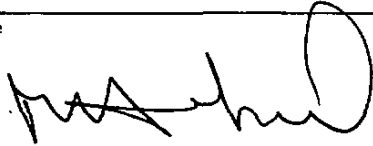
This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

A handwritten signature in black ink, appearing to be 'P. S. Chahal', written across a horizontal line.

X

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

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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

Company name

MANEELY Mc CANN

Address

AISLING HOUSE

50 STRANMILLIS EMBANKMENT

Post town

BELFAST

County/Region

CO. ANTRIM

Postcode

B T 9 5 F L

Country

DX

Telephone

(028) 9080 5000



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 and day of birth.



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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

COMPANIES ACTS, 1963 TO 2013

FP
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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

6025562

OF

KIRK BRYSON IRELAND LIMITED

1. The name of the Company is: KIRK BRYSON IRELAND LIMITED
2. The objects for which the Company is established are:
 - (a) To purchase land, houses and other property for development, investment or resale and to act as management agents.



Certified a true copy of the original of which it purports to be a copy.

MICHAEL HERBERT
DIRECTOR

- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To apply for purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereon.
- (e) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (f) To invest and deal with the moneys of the Company not immediately required in such share or upon such securities and in such manner as may from time to time be determined.
- (g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To sell or otherwise dispose of the whole or any part of the business or property of the Company.
- (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration of such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.

- (j) To lend and advance money or give credit to any persons, firms, or companies, and to give guarantees or become security for any persons, firms or companies.
- (k) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- (l) To draw, make, accept, endorse, discount, execute, and issue negotiable or transferable instruments of all kinds.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the company or in or about the formation of the company or the conduct of its business.
- (n) To grant pensions, allowances, gratuities and bonuses to officers, or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to advance the interest of this company.
- (p) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (q) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the

issue of its capital and debentures including brokerage and commission.

- (r) To procure the Company to be registered or recognised in any country or place abroad.
- (s) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (t) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

- 3. The liability of the members is limited.
- 4. The share capital of the Company is €1,000,000 divided into 1,000,000 Ordinary Shares of €1 each, with power to increase the share capital. The shares in the original or any increased share capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES
& DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

SIGNED BY LESLEY HERBERT, DIRECTOR ON BEHALF OF:
 KIRK BLYSON & CO LIMITED Lesley E Herbert ONE ONE
 AISLING HOUSE
 50 STRANMILLIS EMBANKMENT
 BELFAST
 BT9 5FL .

Total Shares taken: ONE ONE

Dated this 15TH JULY 2014

Witness to the above Signatures:



MAIREAD MCCANN
AISLING HOUSE
50 STRANMILLIS EMBANKMENT
BELFAST
BT9 5FL .

COMPANIES ACTS, 1963 TO 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KIRK BRYSON IRELAND LIMITED

PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1963, (which Table is hereinafter called "Table A") shall be deemed to be incorporated with these Articles and shall apply to the Company save insofar as they are inconsistent with these presents.
2. Unless the contrary is clearly stated, reference to any section of any act is to such section as same may be amended, extended or re-enacted (whether before or after the date hereof) from time to time.

SHARE CAPITAL

3. The share capital of the Company is €1,000,000 divided into 1,000,000 Ordinary Shares of €1 each.
4. The directors are generally and unconditionally authorised from time to time to exercise all powers of the Company to allot relevant securities (as such expression is defined in Section 20 of the Companies (Amendment) Act, 1983) up to a maximum aggregate of the number of authorised but unissued relevant securities in the capital of the Company (whether forming part of the original or any increased capital) but this authority shall not extend beyond such date as shall be five years from the date of incorporation of the Company provided always that the directors shall have power, notwithstanding that the date aforesaid shall have expired, to allot relevant securities in pursuance of an offer or agreement made before the expiry of such date as aforesaid as if the authority conferred hereby had not expired. Section 23(1) of the Companies (Amendment) Act, 1983 is hereby excluded in its

application in relation to all allotments by the Company of relevant securities as defined for the purposes of that section.

PURCHASE OF OWN SHARES

5. Subject to the provisions of the Companies Acts, 1963 to 1990 the Company may purchase its own shares (including any redeemable shares).

FINANCIAL ASSISTANCE

6. The Company may give any form of financial assistance which is permitted by the Companies Acts, 1963 to 1990 for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in the Company's holding company and Regulation 10 of Part I of Table A will be modified accordingly.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid up share need not be signed by or on behalf of the transferee and Regulation 22 of Part I of Table A will be modified accordingly.

GENERAL MEETINGS

8. Annual general meetings shall be held in Ireland unless in respect of any particular meeting either all the members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting. Extraordinary general meetings may be held in or outside Ireland. Regulation 47 of Part I of Table A will not apply and Regulation 50 will be construed as if the words "within the State" were deleted therefrom.
9. An extraordinary general Meeting shall be convened upon the requisition of the auditors under the circumstances described in Section 186 of the Companies Act, 1990 as well as upon the requisition described in Regulation 50 of Part I of Table A.
10. In Regulation 59(b) of Part I of Table A the words "one Member" shall be substituted for the words "three Members".

11. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more of such members (or their duly authorised representatives). Regulation 6 of Part II of Table A shall not apply.

SINGLE-MEMBER COMPANY

- 12 (1) If at any time all the issued shares of the Company are registered in the name of a sole person (whether a natural person or a body corporate), it will be a single-member company within the meaning of the European Communities (Single-Member Private Limited Companies) Regulations, 1994 (the single-member company regulations). If and so long as the company is a single-member company, the following provisions will apply notwithstanding anything to the contrary in these Articles or Table A:

(a) Annual General meetings

The sole member may decide to dispense with the holding of annual general meetings. Such decision will be effective for the year in which it is made and subsequent years, but nevertheless the sole member or the auditors may require the holding of an annual general meeting in any such year in accordance with the procedure laid down in the Single-Member Company Regulations.

- (b) Where a decision to dispense with the holding of an annual general meeting is in force, the accounts and the directors' and auditors' reports that would otherwise be laid before an annual general meeting shall be sent to the sole member as provided in the Single-Member Company Regulations, and the provisions of the Companies Acts, 1963 to 1990 with regard to the annual return and the financial statements which apply by reference to the date of the annual general meeting will be construed as provided in the Single-Member Company Regulations.

(c) Quorum at General meetings

The sole member, present in person or by proxy, is a sufficient quorum at a general meeting.

(d) Resolutions of Shareholders

All matters requiring a resolution of the Company in general meeting (except the removal of the auditors from office) may be validly dealt with by a decision of the sole member. The sole member must provide the Company with a written record of any such decision or, if it is dealt with by a written resolution under Regulation 6 of Part II of Table A, with a copy of that resolution, and the decision or resolution shall be recorded and retained by the Company.

(e) Contracts with Sole Member

Where the Company enters into a contract with the sole member which is not in the ordinary course of business and which is not in writing, and the sole member also represents the Company in the transaction (whether as a director or otherwise), the directors shall ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the next directors' meeting.

(II) If and whenever the Company becomes a single-member company or Ceases to be a single-member company, it shall notify the Registrar of Companies as provided in the single-member company regulations.

13. In Regulation 70 of Part I of Table A the words "not less than 48 hours before the time for holding" and "not less than 48 hours before the time appointed for" will be deleted and there shall be substituted therefor the words "before the commencement of" on both occasions.

14. For so long as:

- (a) the Company holds shares as treasury shares; or
- (b) any subsidiary of the Company holds shares in the Company

the Company or the subsidiary as the case may be shall not exercise any voting rights in respect of the shares and Regulations 63 to 73 of Part I of Table A will be modified accordingly.

DIRECTORS

15. No contract will be entered into by the Company for the employment of, or the provision of services by, a director or a director of a holding company of the Company containing a term to which Section 28 of the 1990 Act applies without obtaining the approval provided for in that Section, and Regulation 85 of Part I of Table A will be modified accordingly.
16. The directors will not retire by rotation, or require to be re-elected in general meeting following appointments by the directors. Regulations 92 to 100 inclusive of Part I of Table A will be modified accordingly.
17. Until otherwise determined by a general meeting the number of directors shall not be less than two. The first directors will be the persons named in the Statement delivered to the Registrar of Companies in accordance with Section 3 of the Companies (Amendment) Act, 1982. Regulation 75 of Part I of Table A shall not apply.
18. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effective for all purposes as a resolution of the directors as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. For the purpose of this Article, the signature of an alternate director shall suffice in lieu of the signature of the director appointing him. Regulation 109 of Part I of Table A shall not apply.
19. Any director (including an alternate) or any member of a committee of directors 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 each other, and participation in a meeting in this manner will be deemed to constitute presence in person (or, as the case may be, by alternate) at such meeting but, for the purposes of determining whether the quorum for the transaction of business exists, any director or committee member in telephonic communication with a

meeting of directors or of a committee as the case may be will not be counted in the quorum, and Regulation 102 of Part I of Table A will be modified accordingly.

20. The directors shall be entitled to receive notice of and to attend and speak at any general meeting of the holders of any class of shares and Regulation 136 of Part I of Table A shall be modified accordingly.

21. (a) Each director shall have the power to nominate any other director or any other person to act as alternate director in his place, at any meeting of the directors at which he is unable to be present or during his inability to act as such director and at his discretion to remove such alternate director and on such appointment being made the alternate director shall (except as regards the power to appoint an alternate and the requirement, if any, of a share qualification) be subject in all respects to the terms and conditions existing with reference to the other directors of the Company.

(b) The appointee, whilst he holds office as an alternate director, shall be entitled to receive notices of all meetings of the directors and in the absence from meetings of the director appointing him, shall be entitled to attend, speak and vote at meetings of the directors, and, whilst he holds office as an alternate director, shall exercise and discharge all the powers, rights, duties and authorities of the director he represents but shall look to such director solely for his remuneration as alternate director.

(c) Any director of the Company who is appointed an alternate director shall be entitled to an additional vote at a meeting of the directors for each director for whom he acts as alternate director as distinct from the vote to which he is entitled in his own capacity as a director of the Company, and shall also be considered as two or more directors, as the case may be, for the purpose of making a quorum of directors provided always that not less than two individuals are present in person at the meeting. A person may act as an alternate for more than one director.

(d) An alternate director shall not be counted in reckoning the maximum number of directors allowed by the Articles of Association for the time being.

- (e) If a director shall die or cease to hold the office of director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of directors by rotation or otherwise, if any director so retires but is re-elected at the meeting at which such retirement took effect any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.
- (f) An alternate director, in the absence from general meetings of the director appointing him, shall be entitled to attend general meetings of the Company.
- (g) Any instrument appointing or removing an alternate director shall be posted or delivered to the secretary or the registered office of the Company or a meeting of the directors and shall not take effect unless and until so posted or delivered and all such instruments shall be retained by the Company. The failure to so post or deliver the instrument shall not affect the validity of the appointment or removal of the alternate director. Regulation 9 of Part II of Table A shall not apply.
22. The meetings and proceedings of any committee formed by the directors will be governed by the provisions of these articles regulating the meetings and proceedings of directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the directors and Regulation 105 of Part I of Table A will be modified accordingly.
23. The directors may from time to time appoint one or more of themselves to be managing director or any other category of executive director for such period and on such terms as to remuneration or otherwise as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Regulations 110 and 111 of Part I of Table A will not apply and Regulation 112 will apply to all executive directors as it applies to a managing director.
24. The office of a director shall be vacated ipso facto if the director:-

- (a) is adjudged bankrupt in the State or in Northern Ireland, or in Great Britain, or makes any arrangement with his creditors generally; or
- (b) is found to be a lunatic or becomes of unsound mind; or
- (c) is for more than six months absent without permission of the directors from meetings of the directors held during that period and the directors so determine; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is convicted of an indictable offence under the Road Traffic Acts 1961 and 1968 or any amending Act or Acts and the directors so determine; or
- (f) becomes restricted or disqualified to act as a director pursuant to the provisions of the Companies Act, 1990.
Regulation 91 of Part I of Table A shall not apply.

ACCOUNTS

- 25. The Company will comply with the provisions of the Companies Acts, 1963 to 1990 and all other relevant legislation with regard to accounts, and Regulations 125 to 129 of Part I of Table A are modified accordingly.

CAPITALISATION OF PROFITS

- 26. The reference in Regulation 130 to Section 64 of the Companies Act, 1963 will be construed as a reference to Section 207 of the Companies Act, 1990.

AUDITORS

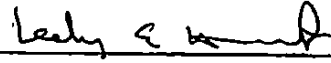
- 27. The auditors will be appointed and removed and their rights and duties regulated in accordance with the Companies Acts, 1963 to 1990 and Regulation 132 of Part I of Table A will not apply.

BORROWING POWERS

28. The directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes or the benefit of the Company or any other person such terms as to interest or otherwise as they may deem fit, and subject to Section 20 of the Companies (Amendment) Act, 1983 may for the purpose of securing the same and interest, or for any other purpose, create and issue any perpetual or redeemable debentures or debenture stock, bonds, securities or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow or secure the payment of any sum or sums of money either by mortgage or charge upon the undertaking of the whole or any part of the property, present or future, or uncalled capital of the Company, and any debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued; and any debentures, debenture stock and other securities may be issued at a premium or otherwise, and with any special privileges as to redemption, surrender, transfer, drawings, allotments of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise. Regulation 79 of Part I of Table A will not apply.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS

SIGNED BY LESLIE HERBERT DIRECTOR OF:
KIRK BEYSON & Co LIMITED
AISLING HOUSE
50 STRANMILLIS EMBANKMENT
BELFAST
BT9 5FL.



Dated this 15TH July 2014

Witness to the above Signatures:



MAIREAD MCCANN
AISLING HOUSE
50 STRANMILLIS EMBANKMENT
BELFAST
BT9 5FL.

Company registration number: 547561

Kirk Bryson Ireland Limited
Abridged financial statements
29 November 2015

Kirk Bryson Ireland Limited

Company information

Directors	Mr M A Herbert Mrs L E Herbert
Company number	547561
Registered office	Unit 1 Gregg Court Parnell Street Dublin 1
Auditor	Maneely McCann Aisling House 50 Stranmillis Embankment Belfast BT9 5FL
Solicitors	Eugene F Collins Temple Chambers 3 Burlington Road Dublin 4

Kirk Bryson Ireland Limited

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Kirk Bryson Ireland Limited

**Extract from the Directors report in accordance with section 329 of the Companies Act 2014.
Period ended 29 November 2015**

Directors and secretary and their interests

The directors and the secretary who served the company during the period together with their beneficial interests in the shares of the parent company were as follows:

	At 29/11/15	At 31/03/15
	Number	Number
Director		
Mrs L E Herbert	610,600	610,600
Mr M A Herbert	-	-
	<u> </u>	<u> </u>

The directors and secretary did not have any direct interests in the company during the period.

Kirk Bryson Ireland Limited

**Directors responsibilities statement
Period ended 29 November 2015**

These abridged financial statements have been extracted, pursuant to section 353 of the Companies Act 2014, from the statutory financial statements prepared under section 290 of that Act. The following is the Directors Responsibilities Statement accompanying those financial statements.

The directors are responsible for preparing the Directors report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial period. Under the law, the directors have elected to prepare the financial statements in accordance with Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council, and promulgated by the Institute of Chartered Accountants in Ireland. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company as at the financial period end date and of the profit or loss of the company for the financial period and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Kirk Bryson Ireland Limited

Independent auditor's special report to Kirk Bryson Ireland Limited pursuant to section 356 of the Companies Act 2014 Period ended 29 November 2015

We have examined:

- (i) the abridged financial statements for the period ended 29 November 2015 on pages 6 to 9, which the directors of Kirk Bryson Ireland Limited propose to annex to the annual return of the company; and
- (ii) the financial statements to be laid before the Annual General Meeting, which form the basis for those abridged financial statements.

Respective responsibilities of directors and auditors

It is your responsibility to prepare abridged financial statements which comply with the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the company and that those abridged financial statements have been properly prepared pursuant to section 353 of that Act and to report our opinion to you.

This report is made solely to the company's directors as a body, in accordance with section 356 of the Companies Act 2014. Our work has been undertaken so that we might state to the company's directors those matters we are required to state to them under section 356 of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's directors as a body, for our work, for this report, or for the opinion we have formed.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to annex abridged financial statements to the annual return of the company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company, abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act.

Other information

On 27 October 2016 we reported, as auditor of Kirk Bryson Ireland Limited, to the members on the company's financial statements for the period ended 29 November 2015 and our report was as follows:

"Independent auditor's report to the shareholders of Kirk Bryson Ireland Limited

We have audited the financial statements of Kirk Bryson Ireland Limited for the period ended 29 November 2015 which comprise the statement of financial position and related notes. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland.

This report is made solely to the company's shareholders, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Kirk Bryson Ireland Limited

Independent auditor's special report to Kirk Bryson Ireland Limited pursuant to section 356 of the Companies Act 2014 (continued) Period ended 29 November 2015

Respective responsibilities of directors and auditor

As explained more fully in the directors responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 29 November 2015 and of its loss for the period then ended; and
- have been properly prepared in accordance with the relevant reporting framework and, in particular the requirements of the Companies Act 2014.

Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the directors report is consistent with the financial statements.

Kirk Bryson Ireland Limited

**Independent auditor's special report to Kirk Bryson Ireland Limited
pursuant to section 356 of the Companies Act 2014 (continued)
Period ended 29 November 2015**

Matters on which we are required to report by exception

We have nothing to report in respect of our obligation under the Companies Act 2014 to report to you if, in our opinion, the disclosures of directors remuneration and transactions specified by sections 305 to 312 of the Act are not made. "

Maneely McCann
Chartered Accountants & Registered Auditor
Aisling House
50 Stranmillis Embankment
Belfast
BT9 5FL

27 October 2016

Kirk Bryson Ireland Limited

**Statement of financial position
29 November 2015**

	Note	29/11/15 €	€	31/03/15 €	€
Fixed assets					
Tangible assets		2,650,000		2,650,000	
			2,650,000		2,650,000
Current assets					
Debtors		16,275		16,275	
		16,275		16,275	
Creditors: amounts falling due within one year		(2,624,353)	—	(2,605,262)	
Net current liabilities			(2,608,078)		(2,588,987)
Total assets less current liabilities			41,922		61,013
Net assets			<u>41,922</u>		<u>61,013</u>
Capital and reserves					
Called up share capital presented as equity	2		1		1
Profit and loss account			41,921		61,012
Shareholders funds			<u>41,922</u>		<u>61,013</u>

We, as directors of Kirk Bryson Ireland Limited state that the company has relied on the specified exemption contained in section 352 of the Companies Act 2014; the company has done so on the grounds that it is entitled to the benefit of that exemption as a small company and confirm that the abridged financial statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

These abridged financial statements were approved by the board of directors on 27 October 2016 and signed on behalf of the board by:

Mr M A Herbert
Director

Mrs L E Herbert
Director

The notes on pages 7 to 9 form part of these abridged financial statements.

Kirk Bryson Ireland Limited

**Notes to the abridged financial statements
Period ended 29 November 2015**

1. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in euros, which is the functional currency of the entity.

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Banner Dell Limited which can be obtained from Marina Buildings, Harleyford Estate, Henley Road, Marlow, Buckinghamshire, SL7 2DX. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102. No cashflow statement has been presented for the company.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year.

Taxation

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in capital and reserves. In this case, tax is recognised in other comprehensive income or directly in capital and reserves, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to profit or loss.

Kirk Bryson Ireland Limited

**Notes to the abridged financial statements (continued)
Period ended 29 November 2015**

Tangible assets

Tangible assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of tangible assets, the depreciation is revised prospectively to reflect the new estimates.

Investment property

Investment property is measured initially at cost, which includes purchase price and any directly attributable expenditure. Investment property is revalued to its fair value at each reporting date and any changes in fair value are recognised in profit or loss.

If a reliable measure of fair value is not available without undue cost or effort it shall be transferred to tangible assets and accounted for under the cost model until it is expected that fair value will be reliably measurable on an on-going basis.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Kirk Bryson Ireland Limited

**Notes to the abridged financial statements (continued)
Period ended 29 November 2015**

2. Share capital

Authorised share capital

	29/11/15		31/03/15	
	Number	€	Number	€
Ordinary shares shares of € 1.00 each	1,000,000	1,000,000	1,000,000	1,000,000

Issued, called up and fully paid

	29/11/15		31/03/15	
	Number	€	Number	€
Amounts presented in equity:				
Ordinary shares shares of € 1.00 each	1	1	1	1

3. Employees

The company had no employees other than its two directors who did not receive any remuneration in the year.

4. Approval of financial statements

The board of directors approved these abridged financial statements for issue on 27 October 2016.



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEAS COMPANY**

(Registration of a UK establishment)

Company No. FC033962

UK Establishment No. BR019050

The Registrar of Companies hereby certifies that

KIRK BRYSON IRELAND LIMITED

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

NFC0339621

Given at Companies House on **21st December 2016**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES