

THE COMPANIES ACT 2006

ISLE OF MAN

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TAU CAPITAL PLC

Cains
Fort Anne
Douglas
Isle of Man
IM1 5PD

THE COMPANIES ACT 2006

ISLE OF MAN

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TAU CAPITAL PLC

1. The name of the Company is **Tau Capital plc**.
2. The Company is a company limited by shares.
3. The address of the Company's registered office is at:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP
4. The registered agent of the Company is:

IOMA Fund and Investment Management Limited
IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP
5. Neither the memorandum of association nor the articles of association may be amended except pursuant to a resolution approved by a majority of not less than three-fourths of such members as, being entitled so to do, vote in person or by proxy at the general meeting at which such resolution is proposed.