

THE COMPANIES ACT 2006

ISLE OF MAN

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EPE SPECIAL OPPORTUNITIES PLC

1. The name of the Company is **EPE Special Opportunities 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
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-quarters 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.