

COMPANY HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF PHOENIX GROUP HOLDINGS
PLC**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.


Name of each subscriber

Authentication by each subscriber

Gerald Alistair Watson

James McConville

Helium Miracle 264 Limited


James McConville
Mr J Thomas
FOR AND ON BEHALF OF
HELIUM MIRACLE 264 LIMITED

Dated 4 OCTOBER 2018