



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 6971203

The Registrar of Companies for England and Wales hereby certifies that

**MALAWI MANGOES LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **23rd July 2009**



**\*N06971203F\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

100  
2x1

**The Companies Acts 1985, 1989 and 2006 (to the extent applicable)**

**Private Company Limited by Shares**

**Company Number:**

**Memorandum and Articles of Association**

**of**

**MALAWI MANGOES LIMITED**

**Incorporated the**

**2009**

825359

000452/50

The Companies Acts 1985, 1989 and 2006 (to the extent applicable)

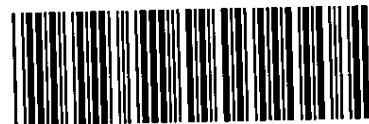
Private Company limited by shares

Memorandum of Association

Of

**MALAWI MANGOES LIMITED**

THURSDAY



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23/07/2009

COMPANIES HOUSE

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- 1 The name of the Company is "Malawi Mangoes Limited".
- 2 The registered office of the Company is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.
- 4 Without prejudice to the generality of the object and the powers of the company derived from section 3A of the Companies Act 1985, the Company has power to do all or any of the following things:
  - 4.1 to engage in any business;
  - 4.2 to purchase, or by any other means acquire and protect, hold and sell real property and any asset of any description which exists now or in the future in any part of the World.
  - 4.3 to make any arrangement or agreement with any person or authority in any place with a view to furthering the profit or any other interest of the Company;
  - 4.4 to deal any way, with all the freedom of an absolute owner, with any right or other asset of the Company;
  - 4.5 to give or accept, by way of consideration for any money, act or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
  - 4.6 to lend, borrow, deal in, or create any contract with money or securities of any description and to give or receive any charge, guarantee, lien or security.
  - 4.7 to engage in any financial transaction or transaction in connection with securities;
  - 4.8 to promote, control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest; to provide services and facilities of all kinds for any such company and to make payments by way of subvention or otherwise and any other arrangements

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which may seem desirable with respect to any business or operations of or generally with respect to any such company.

- 4.9 to remunerate any person, firm or company rendering any form of services to the Company either by cash payment or in any other way as may be thought expedient.
- 4.10 to distribute among the members of the Company in kind any property of the Company of whatever nature.
- 4.11 to support any charitable or public object which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business.
- 4.12 to remunerate, support or otherwise provide money, goods, services or facilities for the direct or indirect benefit of its employees, directors, shareholders, suppliers or customers or the families of those people and in particular (in the case of employees) to continue to provide such support by way of pension or other financial provision following termination of employment by the Company.
- 4.13 to do all or any of the things or matters aforesaid in any part of the World and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 4.14 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of the powers given to it by the Act or by this clause.
- 4.15 to instruct any person to undertake any of the foregoing actions on its behalf.

**5** In interpreting the provisions of paragraph 4, above:

- 5.1 none of the provisions shall be restrictively construed but the widest interpretation shall be given to each provision, and none of the provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision, or by reference to or inference from the name of the Company.
- 5.2 in that paragraph, the expression "the Act" means the Companies Act 1985, or any statutory modification or re-enactment of that act for the time being in force.

**6** The liability of the members is limited.

**7** The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscribers to the Memorandum of Association, wish to be formed into a company in the terms of this memorandum; and we agree to take the number of shares shown below, opposite our respective names.

**Names and addresses of subscribers**

**Number of shares**

**Signature**

Mr CRAIG THORBURN HARDIE  
5 ILIFFE CLOSE  
READING  
BERKSHIRE  
RG1 2QE

2 Shares



Dated: 9<sup>th</sup> July 2009

**Witness**

Name: RICHARD HICKMAN

address: 5 LAYTON RISE, READING, BERKSHIRE, RG31 6FQ

signature: R.J. Hill

**The Companies Acts 1985 .1989 and 2006**

**Private company limited by shares**

**Articles of Association**

**Of**

**MALAWI MANGOES LIMITED**

**Number:**

**1 Preliminary matters**

- 1.1 The regulations contained in Table A in the Schedule to Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007 No 2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) (now referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied by this document and those regulations (except as later varied by law) together with the articles set out below shall be the regulations of the Company.
- 1.2 In these articles the expression "the Act" means the Companies Act 1985 (to the extent applicable), and "2006 Act" means the Companies Act 2006 as may be applicable, but so that any reference in these articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**2 Allotment of shares**

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to Section 80 of the Act in addition to, Section 544 of the 2006 Act and to these Articles) allot, grant options over or otherwise dispose of them, to such persons, on such terms and in such a way as they think fit.
- 2.2 Unless the Company in general meeting shall by special resolution otherwise direct, all shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to members in proportion as closely as possible to the number of the existing shares held by them.
- 2.3 The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.

- 2.4 After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion as stated above to the persons who have, within the said period, accepted all the shares offered to them.
- 2.5 This further offer shall be made in the same terms as the original offer. Any shares not accepted following this procedure or not capable of being offered this way without resort to fractions and any shares released from the provisions of this article by any such special resolution as stated, shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit.
- 2.6 The directors may not dispose of those shares on terms, which are more favourable to the subscribers than the terms on which they were originally offered to the members.
- 2.7 The foregoing provisions of this paragraph shall have effect subject to Section 80 of the Act.
- 2.8 In accordance with Section 91(1) of the Act, sections 89(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.9 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any such shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

### **3 Company's lien for debts**

- 3.1 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

- 3.3 The votes attaching to any shares over which the Company claims a lien shall carry no vote for so long as the lien is claimed.

#### **4 General meetings**

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 325 (1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies; and the notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the Auditors for the time being of the Company.
- 4.2 If a quorum is not present within half an hour from the time being appointed for the general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and to such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed there for such adjourned general meeting shall be dissolved.
- 4.3 Clause 41 in Table A shall not apply to the Company.

#### **5 Appointment of directors**

- 5.1 Clause 64 in Table A shall not apply to the Company.
- 5.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. When ever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers granted by Table A and by these Articles expressed to be vested in the directors generally, and Clause 89 in Table A shall be modified accordingly.
- 5.3 The directors shall not be required to retire by rotation and Clauses 76 to 79 (inclusive) in Table A shall not apply to the Company.
- 5.4 No person shall be appointed a director at any general meeting unless either:
- 5.4.1 he is recommended by the directors; or
- 5.4.2 not less than fourteen nor more than thirty five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.



5.5 Subject to paragraph 5.4 above, the Company may by ordinary resolution in the general meeting appoint any person who is willing to act as a director, either to fill a vacancy or as an additional director.

5.6 The directors may appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed the number permitted by the Company from time to time.

## **6 Borrowing powers**

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **7 Alternate directors**

7.1 A director may appoint an alternate director to represent him at any meeting of the directors or of the Company.

7.2 An alternate director shall not be entitled as such to receive any remuneration from the Company.

7.3 A director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate director to represent more than one director.

7.4 An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **8 Gratuities and pensions**

The directors may retain gratuities arising in the normal course of business and Paragraph 87 in Table A shall not apply.

## **9 Directors interest in resolution**

9.1 The fact that a director has a personal interest in any resolution shall not affect the

validity of his vote nor shall it be taken into account in the calculation of whether a quorum is present.

9.2 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## 10 Indemnity for directors

10.1 Every director, or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in connection with the duties of his office as director.

10.2 No director or other officer shall be liable for any loss, damage or misfortune, which may happen to or be incurred by the Company in the execution of the duties of his office. But this article shall have effect only in so far as its provisions are not avoided by Section 532 and 533 of the 2006 Act.

10.3 The directors shall have power to purchase and maintain for any director or employee of the Company, insurance against any such liability as is referred to in Section 532 (1) and (3) of the 2006 Act.

10.4 Clause 118 in Table A shall not apply to the Company.

## 11 Transfer of shares

The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

**Names and addresses of subscribers**  
(Middle names in full and must be printed)

**Signature**

Mr CRAIG THORBURN HARDIE  
5 ILIFFE CLOSE  
READING  
BERKSHIRE  
RG1 2QE



Dated: 10<sup>TH</sup> July 2009

**Witness**

Name: RICHARD HICKMAN

Address: 5 LATTON ROSE, TILEHURST, READING, BERKSHIRE, RG31 6FQ

Signature: R.J. Hickman



**Companies House**  
*for the record*

# 10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

Company Name in full

MALAWI MANGOES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 ILIFFE CLOSE

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 2QE

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

CRAIG HARDIE

5 ILIFFE CLOSE, READING

Tel 07790 931877

DX number

DX exchange

Companies House receipt date barcode

**This form has been provided free of charge  
by Companies House**

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

Company name		MALAWI MANGOES LIMITED	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		JONATHAN DANIEL	
Surname		JACOBS	
Previous forename(s)			
Previous surname(s)			
Address **		FLAT 3	
		12 ROSSLYN HILL	
Post town		HAMPSTEAD	
County / Region		LONDON	Postcode
			NW3 1PH
Country		UK	

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature  Date 08.07.09

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		JONATHAN DANIEL	
Surname		JACOBS	
Previous forename(s)			
Previous surname(s)			
Address **		FLAT 3	
		12 ROSSLYN HILL	
Post town		HAMPSTEAD	
County / Region		LONDON	Postcode
			NW3 1PH
Country		UK	

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth 14 12 1973 Nationality BRITISH

Business occupation SOLICITOR

Other directorships ROSSLYN MANAGEMENTS LIMITED

I consent to act as director of the company named on page 1

Consent signature  Date 08.07.09



## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.



**Companies House**  
— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

MALAWI MANGOES LIMITED

I,

CRAIG HARDIE

of

5 ILIFFE CLOSE, READING, BERKS, RG1 2QE

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*[Signature]*

Declared at

LONDON 15/7/09

Day Month Year

On

1 5 0 7 2 0 0 9

① Please print name.

before me ①

JONATHAN D. JACOBS

Signed

*[Signature]*

Date

15.07.09

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

CRAIG HARDIE

5 ILIFFE CLOSE, READING,

Tel 07790 931877

DX number

DX exchange

Companies House receipt date barcode

**This form has been provided free of charge  
by Companies House.**

Form revised 10/03

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2