File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10211122**

The Registrar of Companies for England and Wales, hereby certifies that

BFV INTERNATIONAL LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **2nd June 2016**

N10211122X

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **02/06/2016**

X58BEROY

Company Name in full:	**BFV INTERNATIONAL LIMITED**
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**ASHCOMBE COURT WOOLSACK WAY** **GODALMING** **UNITED KINGDOM** **GU7 1LQ**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): PHILIP ANDRIES

Surname: SMITH

Former names:

Service Address recorded as Company's registered office

The subscribers confirm that the person named has consented to act as a secretary.

Company Director *1*

Type: **Person**
Full forename(s): **PETRUS WILHELMUS JACOBUS**

Surname: **BOSMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SOUTH AFRICA**

Date of Birth: ****/06/1981** *Nationality:* **SOUTH AFRICAN**
Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director *2*

Type: **Person**
Full forename(s): **JAN CHRISTOFFEL**

Surname: **BOSMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SOUTH AFRICA**

Date of Birth: ****/05/1955** *Nationality:* **SOUTH AFRICA**
Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

Class of shares	ORDINARY	*Number allotted*	100
		Aggregate nominal value	100
Currency	GBP	*Amount paid per share*	0
		Amount unpaid per share	1

Prescribed particulars

CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS: (A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). (B) THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS. (C) THE SHARES ALL RANK PARI PASSU AS RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS DISTRIBUTIONS OF ANY SURPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN REPAID. (D) THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency	GBP	*Total number of shares*	100
		Total aggregate nominal value	100

Initial Shareholdings

Name:	**LELIENFONTEIN HOLDINGS (PTY) LTD**		
Address:	**GROENFONTEIN HEXBERG ROAD WELLINGTON SOUTH AFRICA 7655**	*Class of share:*	**ORDINARY**
		Number of shares:	**100**
		Currency:	**GBP**
		Nominal value of each share:	**1**
		Amount unpaid:	**1**
		Amount paid:	**0**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE WHITE HOUSE 57-63 CHURCH ROAD**
WIMBLEDON VILLAGE, LONDON
UNITED KINGDOM
SW19 5SB

Authorisation

Authoriser Designation: **agent** *Authenticated:* **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE WHITE HOUSE 57-63 CHURCH ROAD**
WIMBLEDON VILLAGE, LONDON
UNITED KINGDOM
SW19 5SB

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BFV INTERNATIONAL LIMITED

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
Lelienfontein Holdings (Pty) Ltd	

Dated 2 June 2016