

FILE COPY



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

Company Number **11400788**

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

MAMA NADEZHDA LTD

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

Given at Companies House, Cardiff, on **6th June 2018**



* N11400788G *



Companies House



**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: **05/06/2018**

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Company Name in full:

MAMA NADEZHDA LTD

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**SUITE 6, 5 PERCY STREET,
LONDON,
FITZROVIA,
UNITED KINGDOM W1T 1DG**

Sic Codes:

88990

I wish to entirely adopt the following model articles:

Private (Ltd by Guarantee)

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **MR VITALIY**

Surname: **IBRAGIMOV**

Service Address: **MANSHEER ZHEESYP STREET 90A FLAT 8
EKIBASTUZ CITY
KAZAKHSTAN PAVLODAR REGION**

*Country/State Usually
Resident:* **KAZAKHSTAN**

Date of Birth: ****/09/1985** *Nationality:* **KAZAKH**

Occupation: **PRESIDENT**

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

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR VITALIY IBRAGIMOV**

Country/State Usually Resident: **KAZAKHSTAN**

Date of Birth: ****/09/1985** *Nationality:* **KAZAKH**

Service Address: **MANSHEER ZHEESYP STREET 90A FLAT 8
EKIBASTUZ CITY
KAZAKHSTAN
PAVLODAR REGION**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **MUGDAT IBRAGIMOV**

Address **STROITELNAYA STREET 99/8 EKIBASTUZ CITY
PAVLODAR
KAZAKHSTAN
REGION**

Amount Guaranteed **100**

Name: **AIGUL SUINISHEVA**

Address **ABAYA STREET 35/52 EKIBASTUZ CITY
PAVLODAR
KAZAKHSTAN
REGION**

Amount Guaranteed **100**

Name: **VITALIY IBRAGIMOV**

Address **MANSHEER ZHEESYP STREET 90A FLAT 8
EKIBASTUZ CITY
KAZAKHSTAN
PAVLODAR REGION**

Amount Guaranteed **100**

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

SCHEDULE 2

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of:
MAMA NADEZHDA LTD

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.

Name of each subscriber:

VITALIY IBRAGIMOV
AIGUL SUINISHEVA
MUGDAT IBRAGIMOV

DATED: 1/06/2018

**ARTICLES OF ASSOCIATION
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

The Company will assume the Statutory Model Articles of Association for a Limited by Guarantee Company (not having a share capital) subject to the following amendments. The provisions made herein and the Model Articles of Association will combine to form the constitution of the company.

1. The objects for which the Company is established are:

- social support and protection of people, including improvement of the material position of low-income persons, social rehabilitation of unemployed, disabled and other persons who are not able to independently exercise their rights and legal interests due to their physical or intellectual characteristics;
- providing assistance to persons affected by natural disasters, environmental, industrial or other accidents, social, national, religious conflicts, victims of repressions, refugees and forced migrants;
- promoting peace, friendship and accord among nations, preventing social, national, religious conflicts;
- enhancing the image and role of family in the society;
- promoting protection of maternity, childhood and paternity;
- promoting activities in the sphere of education, science, culture, art, awareness-raising, spiritual personal development;
- promoting activities in the sphere of prevention and protection of human health, as well as encouraging a healthy lifestyle, improvement of moral and psychological condition of people;
- promoting activities in the field of physical education and sports (except for professional sports);
- environmental protection and animal protection;
- protection and proper maintenance of buildings, facilities and territories having historical, cultic, cultural or environmental value, and burial places;
- social rehabilitation of orphaned children, children deprived of parental care, street children, children in difficult situations;

- promoting volunteerism;
- support of public youth initiatives, projects, children and youth movements, children and youth organizations;
- promoting activities on production and (or) distribution of social advertising materials.

2. The liability of the Members is limited.

3. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as declared above. The directors undertake to ensure no profit from the company is paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.

4. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up, during the time that he or she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding GBP 1.00.

5. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.

6. At General Meetings of the Company, each Member shall be entitled to one vote.

7. The executive body of the Foundation is the General Meeting of Founders (V.M. Ibragimov, M.I. Ibragimov, A.Ye. Suinisheva)
Auditor (A.A. Makitova)
President (V.M. Ibragimov)
Vice President for Foreign Relations (A.Ye. Suinisheva)
Vice President for Investments (M.I. Ibragimov)