

OS IN01

Registration of an overseas company opening a
UK establishment

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BLUEPRINT

OneWorld

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
UK establishment

✗ **What this form is NOT for**
You cannot use this form
the details of an existing
officer or establishment

For further information please



A641VCJ4

A11

10/04/2017

#215

COMPANIES HOUSE

MONDAY

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name¹

Anglo American International Limited

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ²

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

³ **Overseas company name
restrictions**

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸

Private Company Limited by Shares

Country of
incorporation *

Mauritius

Identity of register
in which it is
registered ❹

Mauritian Registrar of Companies

Registration number in
that register

C 1 4 4 0 7 6

❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺

The Companies Act 2001

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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Please give the period for which the company is required to prepare accounts by parent law

From

^d0

^d1

^m0

^m1

To

^d3

^d1

^m1

^m2

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

0

6

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3 Constitution**C1****Constitution of company**

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ^①
- ☐ I enclose a certified translation, if applicable ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2**EEA or non-EEA member state**

Was the company formed outside the EEA?

- Yes Go to **Section C3**
- No Go to **Part 4 'Officers of the company'**

C3**Constitutional documents**

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to **Part 4 'Officers of the company'**
- No If any of the above details are not included in the constitutional documents, please enter them in **Section C4**

The information is not required if it is contained within the constitutional documents accompanying this registration

C4**Information not included in the constitutional documents**Please give the address of principal place of business or registered office in the country of incorporation ^①

Building name/number

C/o AXIS Fiduciary Ltd

Street

2nd Floor, The AXIS

26 Bank Street

Post town

Cybercity Ebene

County/Region

Postcode

7 2 2 0 1

Country

Mauritius

Objects of the company ^②

Please give the objects of the company and the amount of issued share capital

Amount of issued share capital ^③

1,000 Normal Class A Ordinary shares of US\$ 0.10

^① This address will appear on the public record

^② Please give a brief description of the company's business

^③ Please specify the amount of shares issued and the value

40,000 ordinary - B shares of
US\$0.10

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Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

D2 Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited ^④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm		1 Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	2 EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁵		
If applicable, the registration number		

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E5

Corporate secretary's authority

Please enter the extent of your authority as corporate secretary
Please tick one box

Extent of authority

- ☐ Limited ❶
☐ Unlimited

Description of limited
authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
☐ Jointly ❷

If applicable, name(s)
of person(s) with
whom you are
acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	John Michael	
Surname	Mills	
Former name(s) ^②		
Country/State of residence ^③	United Kingdom	
Nationality	British	
Month/year of birth ^④	X X m 0 m 1 y 1 y 9 y 6 y 4	
Business occupation (if any) ^⑤	Company Secretary	
	① Corporate details Please use Sections G1-G5 to enter corporate director details.	
	② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.	
	③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.	
	④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.	
	⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.	

F2	Director's service address ^⑥	
Building name/number	20 Carlton House Terrace	
Street		
Post town	London	
County/Region		
Postcode	S W 1 Y 5 A N	
Country	United Kingdom	
	⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.	

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input checked="" type="checkbox"/> Limited ^⑦ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Authority in accordance with the companies Act in Mauritius and the conditions and restrictions established by the constitution. Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	Any two directors acting jointly Two of Alan Conway MacPherson, John Michael Mills and Craig Wilson Miller	
	⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.	

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Director

F1	Director details ①		
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	Alan Conway		① Corporate details Please use Sections G1-G5 to enter corporate director details. ② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years. ③ Country/State of residence This is in respect of your usual residential address as stated in Section F5. ④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4. ⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Surname	MacPherson		
Former name(s) ②			
Country/State of residence ③	United Kingdom		
Nationality	British		
Month/year of birth ④	<div>X X</div> <div>m 0 m 5</div> <div>y 1 y 9 y 7 y 0</div>		
Business occupation (if any) ⑤	Group Head of Tax		

F2	Director's service address ①		
Building name/number	20		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	Carlton House Terrace		
Post town	London		
County/Region			
Postcode	S W 1 Y 5 A N		
Country	United Kingdom		

F3	Director's authority		
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited		① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Description of limited authority, if applicable	Authority in accordance with the companies Act in Mauritius and the conditions and restrictions established by the constitution. Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②		
If applicable, name(s) of person(s) with whom you are acting jointly	Any two directors acting jointly		
	Two of Alan Conway MacPherson, John Michael Mills		
	and Craig Wilson Miller		

OS IN01 - continuation page

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Director

F1	Director details ^①		
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		① Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	Craig Wilson		② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	Miller		
Former name(s) ^②			③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.
Country/State of residence ^③	United Kingdom		
Nationality	British		④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>6</div> <div>1</div> <div>9</div> <div>7</div> <div>3</div>		
Business occupation (if any) ^⑤	Group Finance Controller		⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^①		
Building name/number	20		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	Carlton House Terrace		
Post town	London		
County/Region			
Postcode	<div>S</div> <div>W</div> <div>1</div> <div>Y</div> <div></div> <div>5</div> <div>A</div> <div>N</div>		
Country	United Kingdom		

F3	Director's authority		
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input checked="" type="checkbox"/> Limited ^① <input type="checkbox"/> Unlimited		① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Description of limited authority, if applicable	Authority in accordance with the companies Act in Mauritius and the conditions and restrictions established by the constitution.		
	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^②		
If applicable, name(s) of person(s) with whom you are acting jointly	Any two directors acting jointly Two of Alan Conway MacPherson, John Michael Mills and Craig Wilson Miller		

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Corporate director

G1	Corporate director details ^①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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G5

Corporate director's authority

	<p>Please enter the extent of your authority as corporate director Please tick one box</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H2

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H3

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H3 Delivery of accounts and reports

This section **must** be completed Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ^①

☒ In respect of this establishment Please go to Section H4

☐ In respect of another UK establishment Please give the registration number below, then go to Section H4

^① Please tick the appropriate box

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment

Name of establishment Anglo American International Limited

Building name/number 20

Street Carlton House Terrace

Post town London

County/Region

Postcode S W 1 Y [] [] 5 A N

Country United Kingdom

Please give the date the establishment was opened and the business of the establishment

Date establishment opened ^d1 ^d3 ^m0 ^m1 ^y2 ^y0 ^y1 ^y7

Business carried on at the UK establishment Holding Company

^① Address

This is the address that will appear on the public record

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Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s) Anglo American Corporate Secretary Limited

Surname

J2 Permanent representative's service address ①

Building name/number 20

Street Carlton House Terrace

Post town London

County/Region

Postcode S W 1 Y S A N

Country United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority
☐ Limited ②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone
☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☐ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Anglo American Corporate Secretary Limited

Surname

K2

Service address of person authorised to accept service ①

Building name/number

20

Street

Carlton House Terrace

Post town

London

County/Region

Postcode

S W 1 Y 5 A N

Country

United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

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Presenter information

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

Contact name **Jasmine Callaway**

Company name **Anglo American plc**

Address **20 Carlton House Terrace**

Post town **London**

County/Region

Postcode **S W 1 Y 5 A N**

Country **United Kingdom**

DX

Telephone **020 7968 8772**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk


This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Annex 13

Anglo American International Limited


A Private Company Limited by Shares

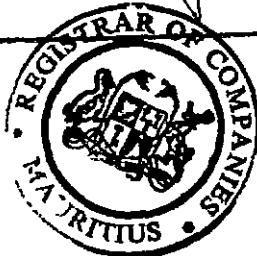
CONSTITUTION

CERTIFIED A TRUE COPY

JOHN MILLS
DIRECTOR
DATE 06/04/17


BLC ROBERT ALN

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THIS IS TO CERTIFY THAT *Anglo American International Limited*
 is on and from the *30th* day of *December 2016*
 registered incorporated by *continuation*
 Private company limited by shares
 GIVEN under MY HAND in Port Louis Mauritius,
 this *10th* day of *January 2017*

 Registrar of Companies
 Mauritius



Anglo American International Limited

A Private Company Limited by Shares

CONSTITUTION

1 CONSTITUTION

There is established to organise, regulate and govern the Company, this Constitution, which modifies, adapts and extends as herein provided the provisions of the Act in its application to the Company

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution the words in the first column of the following table shall bear the meanings set opposite them respectively in the second column, if not inconsistent with the subject or context:-

WORDS	MEANINGS
Act	The Companies Act No 15 of 2001 as amended from time to time
Board	The Directors present at a duly convened meeting at which a quorum is present.
Company	Anglo American International Limited
Constitution	The present Constitution governing the Company as may be from time to time amended
Director	A person who is a director of the Company
Office	The registered office of the Company
Ordinary Resolution	A resolution proposed and passed as an ordinary resolution by a simple majority of votes of the shareholders entitled to vote and voting on the matter which is subject to the resolution at a duly convened meeting of shareholders
Registered Agent	Such person appointed in accordance with Article 20

Share Premium Account The account established pursuant to Article 24.

Special Resolution A resolution approved by a majority consisting of seventy-five percent (75%) or more of votes of those entitled to vote and voting on the matter which is subject to the resolution at a duly convened meeting of shareholders.

2.2 Interpretation

In this Constitution, unless there be something in the subject or context inconsistent with such construction: -

- (a) Words importing the singular number only shall include the plural number and vice versa,
- (b) Words importing the masculine gender only shall include the feminine gender;
- (c) Words importing persons shall include companies or associations or bodies of persons, whether corporate or not;
- (d) The word "may" shall be construed as permissive and the word "shall" shall be construed as imperative,
- (e) Reference to US dollars (or US\$) and to cents is reference to the currency of the United States of America;
- (f) Where for the purposes of this Constitution or for any other purpose any amount in one currency is required to be converted into another currency the Board may effect such conversion using such rate of exchange as in their absolute discretion they think appropriate except where otherwise specifically provided;
- (g) Reference to an Article is to an article of this Constitution,
- (h) Subject to the foregoing provisions, any words defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution; and
- (i) References to enactments and to articles or sections of enactments shall include references to any modifications or re-enactments thereof for the time being in force.

3 NAME, OBJECTS AND POWERS

3.1 Name

3.1.1 The name of the Company is Anglo American International Limited.

3.1.2 An application to change the name of the Company may be made with the consent of shareholders by Special Resolution.

3.2 Objects

The objects for which the Company is established are:

- (a) to operate as an investment holding company carrying out global business as defined in the Financial Services Act 2007, and as such to undertake any of the following activities to the extent any such activity is not prohibited under the Financial Services Act 2007
 - (i) hold participatory interests in any enterprise in whatever form, in Luxembourg or other foreign companies, and to manage, control and develop such interests;
 - (ii) to borrow funds and grant any assistance or guarantee to enterprises in which it has an interest or which hold an interest in the Company;
 - (iii) to acquire negotiable or non-negotiable securities of any kind (including those issued by any government or other international, national or municipal authority), patents, copyright and any other form of intellectual property and any rights ancillary thereto, whether by contribution, subscription, option, purchase or otherwise and to exploit the same by sale, transfer, exchange, license or otherwise;
 - (iv) to borrow or raise money with or without guarantee and in any currency by the issue of notes, bonds, debentures or otherwise except by way of public offer;
 - (v) to undertake any and all activities in connection with the exploration, the exploitation and the mining of any and all natural resource;
 - (vi) to provide or procure services of any kind necessary or useful for in the realization of the objects referred to above, and more generally
- (b) to carry out any business activities which are not prohibited under the laws of Mauritius and the laws of the countries where the Company is transacting business and to do all such things as are incidental or conducive to the attainment of the above objects.

3.3 Powers

The Company shall have all such powers as are necessary or conducive to the conduct, promotion or attainment of the object of the Company as set out in this Constitution

4 NATURE AND DURATION

4.1 Nature

- (a) The Company shall be a private company with limited liability. The liability of each shareholder is limited to the amount for the time being unpaid on each share held by him.
- (b) The Company shall be an investment holding company for the purposes of the Act.

4.2 Duration of Company

- 4.2.1 The Company shall be of an unlimited duration.

4.3 Expenses

The expenses incurred in forming the Company or revising its structure or constitution from time to time, including without limitation, in the applications for authorisations for the Company, the determination of its tax status and in the preparation of its initial agreements, shall be paid by the Company and may be amortised or written off over such period as the Board may determine from time to time and the amount so paid shall, in the accounts of the Company, be charged against income and/or capital as determined by the Board.

4.4 Balance Sheet Date

- 4.4.1 The balance sheet date of the Company is the 31 December of each year or such other day as the Board may determine from time to time.
- 4.4.2 The Directors shall cause to prepare a financial summary of the Company within six months of the Balance Sheet Date.

5 SITUATION OF OFFICES OF COMPANY

- 5.1 The Office shall be at c/o Axis Fiduciary Ltd, 2nd Floor, the Axis, 26 Bank Street, Cybercity Ebene 72201, Mauritius, or at such other address in Mauritius as the Board may from time to time determine.
- 5.2 The Company, in addition to the Office, may establish and maintain such other offices and places of business in Mauritius or elsewhere as the Board may from time to time determine.

6 SHARE CAPITAL

- 6.1 Shares of the Company shall be par value shares and shall be denominated in US\$.

- 6.2 Shares may be issued in different classes or series, with each class having such rights, privileges and limitations and denomination in such other currencies as the Board may in its sole discretion determine.
- 6.3 The stated capital of the Company is set at four million three hundred eleven thousand five hundred sixteen US\$ and forty cents (US\$ 4,311,516.40) represented by (i) one thousand (1,000) class A ordinary shares of US\$ 0.10 each, (ii) forty three million seventy-four thousand one hundred and sixty-four (43,074,164) redeemable class A ordinary shares of US\$ 0.10 each and (iii) forty thousand (40,000) class B ordinary shares of US\$ 0.10 each, all fully subscribed and entirely paid up.
- 6.4 Unless otherwise specified in the terms of its issue, a share in the Company shall entitle its holder to-
- (a) one vote per share on all resolution matters falling to the determination or approval of shareholders under the Act and this Constitution;
 - (b) the right to an equal share of dividends as may be declared and paid by the Company, and
 - (c) the right to an equal share in the distribution of the surplus assets of the Company.
- 6.5 For the purpose of the Act, the Company is expressly authorised to purchase, redeem shares issued as redeemable or otherwise acquire shares issued by it provided that no purchase, redemption or other acquisition of shares shall be made except in accordance with the Act.
- 6.6 The Registered Agent shall maintain a share register for the purpose of recording issues, transfers and cancellation of shares in the manner required by the Act.
- 7 ISSUE OF SHARES**
- 7.1 Subject to the other provisions of this Constitution, the Board may issue shares, at any time, to any person and in any number it thinks fit without the requirement of any prior approval of the shareholders.
- 7.2 No shareholder shall have any pre-emptive rights whatsoever to subscribe for any additional shares issued by the Company. The provisions of section 55 of the Act shall not apply to the Company.
- 7.3 The price per share at issue shall be a price determined by the Board as being fair and reasonable to the Company and its shareholders.

- 7.4 Shares in the Company may only be issued upon receipt by the Company of payment in full, either in cash or other consideration for such shares
- 7.5 Payment for shares shall be made at such time and place and to such person on behalf of the Company as the Board may from time to time determine.
- 7.6 Any shares in the Company may be issued in payment or part payment for any property or rights acquired by the Company or for services rendered to the Company
- 7.7 The Board may in its absolute discretion refuse to accept any subscription for shares in the Company or accept any subscription in whole or in part.
- 7.8 The Board shall have power (but shall not be under any duty) to impose such restrictions as they may think necessary for the purpose of ensuring that no share in the Company is acquired or held by any person in breach of the law or requirements of any country or governmental authority.
- 7.9 Shares shall not be held directly or beneficially by any person in circumstances which, in the opinion of the Board, might result in the Company incurring any liability to taxation or suffering pecuniary disadvantages which the Company might not otherwise have incurred or suffered.

8 REDEMPTIONS

Subject always to the provisions of the Act, the Board may effect the redemption of any fully paid share which are issued as redeemable shares at the redemption price specified in or calculated in accordance with the terms of issue of such redeemable shares, and in the case no such redemption price has been provided in the terms of issue, at a price corresponding to the net asset value of such shares determined by a suitably qualified independent person in accordance with such procedures as the Board may determine either generally or in any specific case or cases provided always that the Board are satisfied that-

- (a) the Company will meet the solvency test prescribed by the Act immediately after such redemption;
- (b) the Company has sufficient liquid funds to pay the proceeds of such redemption; and
- (c) there would be, after such redemption, shares on issue being shares other than convertible or redeemable shares

9 MODIFICATIONS OF RIGHTS

9 1 Where shares are issued in different classes, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may only be varied with the consent in writing of the holders of seventy-five percent (75%) of the issued shares of that class or by the approval of the shareholders of that class by Special Resolution at a separate meeting of the holders of the shares of that class

9 2 Where a resolution affects all classes equally, all such classes may be treated as one class for the purposes of this Article 9.

9 3 The special rights attached to any class of shares shall (unless otherwise expressly provided by the conditions of issue of such shares) be deemed not to be varied by :-

- (a) the issue of further shares ranking *pari passu*;
- (b) by the winding up of the Company and the exercise by the liquidator of his power under Article 26 4.

10 CERTIFICATES

10 1 An entry of the name of a person in the share register as holder of a share shall be *prima facie* evidence of the legal title of such person to such share.

10 2 The Company shall, on application by shareholder issue to such shareholder within twenty-eight (28) days of such application, share certificates under the hand of the Secretary which shall specify-

- (a) the name of the Company;
- (b) the classes of shares held by the shareholder,
- (c) the number of shares held by the shareholder.

10 3 Notwithstanding Article 12, where a share certificate has been issued, no transfer of shares shall be registered unless the instrument of transfer is accompanied by the share certificates relating to the shares to be transferred

10 4 Where a share certificate has been lost or destroyed, the Company may, on application being made and payment of the prescribed fee, issue a duplicate certificate subject to-

- (a) the Company receiving such evidence of loss or destruction as the Board may deem sufficiently satisfactory;

- (b) a written undertaking by the shareholder that should the original be found, it will be returned to the Company; and
- (c) the shareholder furnishing such indemnity as the Board deem fit to protect the interests of the Company.

11 LIEN

- 11.1 The Company shall have a first and paramount lien and privilege on all the shares (including fully paid shares) registered in the name of a shareholder (whether solely or jointly with others) for his debts, liabilities and engagements, either alone or jointly with any other person, whether a shareholder or not, to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not.
- 11.2 Such lien shall extend to all dividends from time to time declared in respect of such shares.
- 11.3 The enforcement of the lien under this Article 11 shall be made in accordance with the Act.

12 TRANSFER OF SHARES

- 12.1 No shareholder shall have any pre-emptive rights whatsoever in respect of any transfer of any shares of the Company.
- 12.2 No transfer of shares shall be effected without the prior approval of the Board.
- 12.3 Any transfer of shares to a third party shall in addition to paragraph 12.2 be approved by a Special Resolution unless there is only one shareholder of the Company at the time of any such transfer.
- 12.4 The Board may, in its absolute discretion and without assigning any reason thereof, decline to register any transfer of shares.

13 MEETINGS OF SHAREHOLDERS

- 13.1 Save as otherwise provided in this Constitution, the meeting of shareholders shall be governed by the Fifth Schedule to the Act.
- 13.2 No business shall be transacted at any meeting of shareholders unless a quorum is present at the time when the meeting proceeds to business and a quorum shall be deemed to be constituted where the shareholders or their proxies are present, who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.

- 13.3 Any shareholder may appoint a proxy for the purposes of attending and voting at a meeting of shareholders in the manner provided for by the Act provided that the instrument appointing such proxy is delivered at the registered office of the Company at least twenty-four (24) hours prior to the meeting failing which the appointment shall not be effective
- 13.4 Postal votes shall not be allowed.
- 13.5 A duly authorised representative of a corporation present at any meeting of the Company or at any meeting of any class of shareholders of the Company shall be deemed to be a shareholder for the purpose of counting towards a quorum.
- 13.6 The Company shall be dispensed from holding an annual meeting each year where everything required to be done at such annual meeting is done by way of a resolution in writing signed by not less than seventy-five percent (75%) of the votes entitled to be cast on that resolution.
- 13.7 A special meeting of shareholders entitled to vote on an issue may be called at any time by the Board of Directors or by the Board of Directors on written request on the written request of shareholders holding shares carrying together not less than 5 per cent of the voting rights entitled to be exercised on the issue.
- 14 THE BOARD**
- 14.1 Unless otherwise determined by the Company by Ordinary Resolution in a meeting of shareholders, the Company shall have at least two directors, which may be body corporates.
- 14.2 The appointment of two or more directors may be made by way of a single resolution without the need for any prior approval.
- 14.3 The directors may be appointed for an unlimited period and are vested with the broadest powers with regard to third parties to the extent permitted under the Act.
- 14.4 A Director need not be a shareholder of the Company but shall be entitled to receive notice of and attend all meetings of shareholders of the Company
- 14.5 The office of a Director shall be vacated -
- (a) where the Director no longer fulfils the qualifying criteria to act as director under the Act,
 - (b) for any one of the reasons for vacation of the office of director under the Act exists, or

(c) in any event, the Director is removed from office by Special Resolution.

- 14.6 The Company may, upon the office of a Director being vacated, fill up the vacated office by electing a new Director unless the Company resolves to reduce the number of Directors in accordance with this Constitution.

15 POWERS OF DIRECTORS

- 15.1 The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the shareholders, subject nevertheless to such resolutions of shareholders which are not inconsistent with the Act, provided that no shareholder resolution shall invalidate any prior act of the Board which would have been valid if no regulations had been made

- 15.2 The Board may delegate, to the extent permitted under the Act, for specific tasks, part of their powers to one or more Directors or other officers who need not be a member of the Company.

- 15.3 The delegation by the Board to any Director or other officer of any powers which may be delegated under the Act shall be subject to the prior authorization of all shareholders at a meeting of the shareholders.

- 15.4 The Company is bound towards third parties in all matters by the joint signature of any two Directors of the Company or by the joint or single signature(s) of any person(s) to whom such signing power has been validly delegated.

16 PROCEEDINGS OF DIRECTORS

- 16.1 The proceedings of the Board shall be governed by the Eighth Schedule to the Act unless otherwise expressly regulated in this Constitution

- 16.2 The directors may elect one of their number as chairperson of the Board and determine the period for which he is to hold office.

- 16.3 Where no chairperson is elected, or where at a meeting of the Board, the chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, the directors present may choose one of their number to be chairperson at the meeting.

- 16.4 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed, shall be a majority of the Directors.

- 16.5 Resolutions passed at a Board meeting shall be confirmed in the minutes of such Board meeting and must be signed by the chairperson and secretary of the meeting

17 TRANSACTIONS WITH DIRECTORS

- 17.1 Subject to the disclosure requirements and formality requirements of the Act in relation to transactions with Directors and transactions in which Directors have an interest, a Director-

- (a) may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director on such terms as to tenure of office and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided,
 - (b) shall be counted in the quorum and shall be entitled to vote in respect of his appointment to hold any office or place of profit under the Company or the arrangement of the terms of any such appointment or in respect of any contract or arrangement in which he is materially interested;
 - (c) may act by himself or through his firm in a professional capacity for the Company, and he shall be entitled to remuneration for professional services; and
 - (d) may continue to be or become a director, managing director, manager or other officer or shareholder of any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager, or other officer or shareholder of any such other company.
- 17.2 The Company shall cause to be kept an interests register in which shall be entered the particulars of any matter required to be disclosed under this Article 17 unless the Company has, by unanimous resolution, dispensed with an interests register in accordance with section 271 of the Act.
- 17.3 No contract or other transaction between the Company and any other company, firm or other entity shall be affected or invalidated by the fact that any or more of the directors

or officers of the Company is interested in, or is a director, manager, associate, officer or employee of such other company, firm or other entity.

- 17.4 A Director of the Company who is interested in a transaction entered into, or to be entered into, by the Company, may vote on any matter relating to that transaction provided that he discloses his interest to the Board of the Company.

18 OFFICERS AND AGENTS

- 18.1 The Board may appoint any person, including a person who is a director, to be an officer or agent of the Company.
- 18.2 Subject to a unanimous-shareholder agreement to the contrary, each officer or agent shall, subject to Article 18.3, have such powers and authority of the directors, including the power and authority to affix the common seal of the Company as are set forth in the resolution of the Board appointing the officer or agent.
- 18.3 No officer or agent shall have any power or authority with respect to the matters requiring a resolution of directors under the Act or this Constitution.
- 18.4 The directors may, at any time, remove an officer or agent or revoke or vary a power conferred on him given pursuant to this Article 18.

19 BORROWING POWERS

The Board may exercise all the powers of the Company to borrow money and hypothecate, mortgage, charge or pledge its undertaking, property, and assets or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or any third party

20 REGISTERED AGENT

- 20.1 The Company shall appoint and at all times have a Registered Agent in Mauritius which shall be a licensed management company.
- 20.2 The Registered Agent shall be responsible for providing such services as the Company may require in Mauritius including but not limited to-
- (a) the filing of any return or document required under the Act and the Financial Services Act 2007; and
 - (b) the receiving and forwarding of any communication from and to the Financial Services Commission and the Registrar of Companies

21 THE SEAL

21.1 The Board shall provide for the safe custody of the seal of the Company and any duplicate seal for use outside Mauritius. The Board may from time to time as it sees fit determine the persons and the number of such persons in whose presence the Seal or duplicate seal shall be used

21.2 An imprint of the seal shall be kept at the registered office.

22 DIVIDENDS

22.1 Dividends may, subject to the approval of shareholders by Ordinary Resolution, be declared by the Board of Directors provided always that the Board shall not authorise a dividend

- (a) in respect of some but not all shares in a class;
- (b) of greater amount in respect of some shares in a class than other shares in that class except where-
 - (i) The amount of the dividend is reduced in proportion to any liability attached to the shares under this Constitution; or
 - (ii) A shareholder has agreed in writing to receive no dividend, or a lesser dividend than would otherwise be payable;
- (c) unless it is payable out of retained earnings, which shall include net realised capital gains, as may be lawfully distributed as dividends and which appear to the Board to be justified by the profits of the Company and the Company meets the solvency test after payment of the dividend.

22.2 Subject to the Act and the approval of shareholders by Ordinary Resolution, the Board may, from time to time, authorise the payment of interim dividends if the Board shall determine that the payment of an interim dividend shall be justified by the level of profits of the Company available for distribution.

22.3 Subject to any preference attached to any class of shares, all dividends shall be declared and paid according to the amount paid up on the shares in respect whereof the dividend is paid

22.4 All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. No dividend shall bear interest against the Company.

22.5 The Board may deduct from any moneys payable to any shareholder on or in respect of a share all sums of money (if any) presently payable by him to the Company

23 CAPITALISATION OF PROFITS

- 23.1 Subject to compliance with sections 56 and 64 of the Act, the Board may resolve to capitalise any part its reserves or accumulated profits (excluding the Share Premium Account, and including capital reserve) by applying same in or towards paying up any amounts for the time being unpaid on any shares held by such holders respectively or issuing new shares to holders entitled to distribution in accordance with their respective distribution rights
- 23.2 For the purposes of giving effect to a resolution passed in accordance with Article 23.1, the Board is empowered to make all appropriations and applications of the profits and reserves resolved to be capitalised thereby; and issue fully paid shares, if any, and generally shall do all acts and things required to give effect thereto.

24 SHARE PREMIUM AND RESERVE ACCOUNTS

- 24.1 The Company shall establish a Share Premium Account in its books and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any par value share.
- 24.2 Any amount of share premium may be applied for such purposes for which share premium may be lawfully applied. The Share Premium Account shall otherwise be accordingly debited to give effect to any redemption, repurchase, cancellation of par value shares and to any capital reduction.
- 24.3 The Board may create reserve accounts and may set aside out of the profits of the Company and carry to the credit of any reserve account such sums as they think proper, which shall, at the discretion of the Board, be applicable for any purpose to which the profits or reserves may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit.

25 AMENDMENT TO CONSTITUTION

The Company may by Special Resolution alter or modify this Constitution as originally drafted or as amended from time to time.

26 WINDING UP

- 26.1 If the Company is wound up, the liquidator shall apply the assets of the Company in satisfaction of creditors' claims in accordance with the law.
- 26.2 Subject to any preferences attached to any class of shares, the assets available for distribution among the shareholders shall then be applied in the payment to the

shareholders of any balance then remaining, such payment being made in proportion to the number of shares held.

26.3 Distribution (whether of cash or of assets of the Company in specie) may be effected in such instalments and over such period or periods as the liquidator considers reasonable in the circumstances having regards to the time involved in and the manner of realisation of the Company's assets

26.4 If the Company is wound up (whether the liquidation is voluntary, under supervision or by the Court) the liquidator may divide among the shareholders in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the shareholders or different classes of shareholders.

27 INDEMNITY & LIABILITY OF DIRECTORS

27.1 Subject to Article 27.3, every Director and any other officer, servant or agent of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out the funds of the Company, all damages, charges, costs, losses and expenses which any such Director, officer, servant or agent may incur or become liable to by reason of.

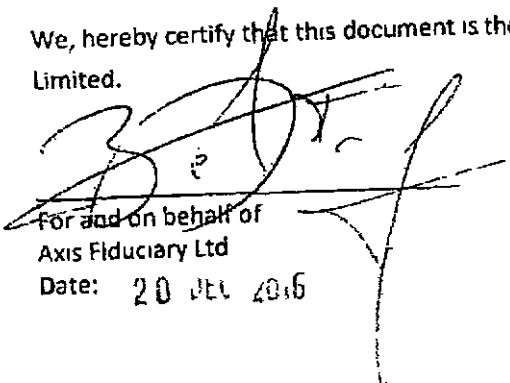
- (i) Any contract entered into or act or deed done or omitted by him as such director, officer, servant or agent,
- (ii) Any action or proceeding (including any proceedings in respect of any matter mentioned in Article 27.3) to which he may be made a party and which are unsuccessful or which are settled, provided in the latter case, the legal adviser to the Company advises that in his opinion, had the matter proceeded to final judgment, the director, officer, servant or agent would not have been liable in respect of such matter in accordance with Article 27.3;
- (iii) His having acted as, or by reason of his having been, at the request of the Company, a director or officer of any other company of which the Company is a direct or indirect shareholder and in respect of which he is not entitled to be otherwise fully indemnified, or
- (iv) His discharging his duties as such director, officer, servant or agent, including travelling expenses.

27.2 Subject to Article 27.3, no director or other officer, servant or agent of the Company shall be liable to the Company for any loss or expense incurred by the Company arising from:

- (i) The acts, receipts, neglects or defaults of any other director, officer, servant or agent or for joining in on any such act, receipt, neglect or other default;

- (ii) The insufficiency or deficiency of title to any property acquired by order of directors, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested,
 - (iii) The bankruptcy, insolvency or wrongful act of any person with whom any monies, securities or effects shall be deposited, or
 - (iv) Any error of judgment or oversight on his part or for any other loss, damage or misfortunes whatever which shall happen in the execution of the duties of his office or in relation thereto.
- 27.3 A Director shall not be entitled to the benefits of the indemnity under Article 27.1 or the dispensation under Article 27.2:
- (i) When the same is finally adjudged in legal proceedings to have occurred through his own gross negligence or wilful act or default; or
 - (ii) When the same is finally adjudged in legal proceedings to have resulted from any breach of the Act or of this Constitution unless the director did not participate in such breach, unless no fault is attributable to the director and unless the director notifies the breach to the next general meeting of the shareholders.
- 27.4 Should any part of this Article 27 be invalid for any reason, or should any rule of law modify the extent to which such article may be applied, the article shall nevertheless remain valid and enforceable to the extent that they are not invalid or modified

We, hereby certify that this document is the constitution of Anglo American International Limited.



For and on behalf of
Axis Fiduciary Ltd

Date: 20 JUL 2016



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No FC034289

UK Establishment No. BR019379

The Registrar of Companies hereby certifies that

ANGLO AMERICAN INTERNATIONAL LIMITED

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **26th April 2017**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**