

200374/100  
**OS IN01**

**Registration of an overseas company opening a  
UK establishment**

**JORDANS**  
LEGAL, TRUSTS & INSIGHT

**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**  
You cannot use this form to register  
the details of an existing  
officer or establishment.



A05 \*A6IIGX48\* #30  
04/11/2017  
COMPANIES HOUSE  
A04 \*A6IDAMCP\* #30  
02/11/2017  
COMPANIES HOUSE

TH SATURDAY

**Part 1 Overseas company details (Name)**

**A1 Corporate name of overseas company**

Corporate name<sup>1</sup>

AGDEVCO RWANDA 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 \*

<sup>1</sup> 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) <sup>2</sup>

<sup>2</sup> 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 restrictions<sup>3</sup>**

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.

**<sup>3</sup> 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](http://www.gov.uk/companieshouse)

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## Part 2 Overseas company details

<b>B1</b>	<b>Particulars previously delivered</b> Have particulars about this company been previously delivered in respect of another UK establishment. <sup>①</sup> → No Go to <b>Section B2</b> . → Yes Please enter the registration number below and then go to <b>Part 5</b> of the form. Please note the original UK establishment particulars must be filed up to date.  UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<sup>①</sup> 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.
<b>B2</b>	<b>Credit or financial institution</b> Is the company a credit or financial institution? <sup>②</sup> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<sup>②</sup> Please tick one box.
<b>B3</b>	<b>Company details</b> If the company is registered in its country of incorporation, please enter the details below.  Legal form <sup>③</sup> PRIVATE LIMITED BY SHARES Country of incorporation * RWANDA Identity of register in which it is registered <sup>④</sup> OFFICE OF THE REGISTRAR GENERAL Registration number in that register 1 0 6 8 8 4 6 8 6	<sup>③</sup> Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.  <sup>④</sup> This will be the registry where the company is registered in its parent country.
<b>B4</b>	<b>EEA or non-EEA member state</b> Was the company formed outside the EEA? → Yes Complete <b>Sections B5 and B6</b> . → No Go to <b>Section B6</b> .	
<b>B5</b>	<b>Governing law and accounting requirements</b> Please give the law under which the company is incorporated.  Governing law <sup>⑤</sup> LAW N°07/2009 OF 27/04/2009 RELATING TO COMPANIES IN RWANDA  Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below. → No Go to <b>Part 3</b> .	<sup>⑤</sup> 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	<sup>d</sup> 0	<sup>d</sup> 1	<sup>m</sup> 0	<sup>m</sup> 1
To	<sup>d</sup> 3	<sup>d</sup> 1	<sup>m</sup> 1	<sup>m</sup> 2

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

Months	0	4
--------	---	---

**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. <sup>①</sup>

☐ I enclose a certified translation, if applicable. <sup>②</sup>

<sup>①</sup> 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.

<sup>②</sup> 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. <sup>①</sup>

<sup>①</sup> This address will appear on the public record.

<sup>②</sup> Please give a brief description of the company's business.

<sup>③</sup> Please specify the amount of shares issued and the value.

Building name/number

KACYIRU

Street

GASABO

Post town

UMUJYI WA KIGALI

County/Region

Postcode

Country

RWANDA

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

Objects of the company <sup>②</sup>

To carry on business as a general commercial company and in particular to promote sustainable agriculture in Rwanda

Amount of issued share capital <sup>③</sup>

Rwandan Francs 100000

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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<sup>①</sup>

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)<sup>②</sup>

#### 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<sup>③</sup>

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 <sup>④</sup>
- ☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone
- ☐ Jointly <sup>⑤</sup>

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

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b>	
	Use this section to list all the corporate secretaries of the company. <b>Please complete Sections E1-E5.</b> Please use a continuation page if necessary.	
Name of corporate body or firm	TRUST LAW CHAMBERS	
Building name/number	TLC HOUSE	
Street	KG 569ST	
	KACYIRU	
Post town	GASABO	
County/Region	KIGALI	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country	RWANDA	
	<b>① Registered or principal address</b> 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.	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3</b> only → <b>No</b> Complete <b>Section E4</b> only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered <sup>③</sup>	NOT APPLICABLE	
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
<b>E4</b>	<b>Non-EEA companies</b>	
	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.	
Legal form of the corporate body or firm	PRIVATE COMPANY LIMITED BY SHARES	
Governing law	RWANDAN LAW	
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		
	<b>④ Non-EEA</b> 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	

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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	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	DANIEL ROBERT HULLS

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

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete <b>Sections F1-F5</b> . For a corporate director, complete <b>Sections G1-G5</b> . Please use a continuation page if necessary.	
Full forename(s)	SUBIRA	
Surname	LANDRY NDOLI	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	RWANDA	
Nationality	RWANDAN	
Month/year of birth <sup>④</sup>	<div><div></div><div></div><div>m1</div><div>m1</div><div>y1</div><div>y9</div><div>y8</div><div>y7</div></div>	
Business occupation (if any) <sup>⑤</sup>	ASSOCIATE LAWYER	
		<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details.
		<b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
		<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F5.
		<b>④ Month and year of birth</b> Please provide month and year only. Provide full date of birth in section F4.
		<b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	TLC HOUSE	
Street	KG 569ST	
	KACYIRU	
Post town	GASABO	
County/Region	KIGALI	
Postcode		
Country	RWANDA	
		<b>⑥ Service address</b> 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.
<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly	DANIEL ROBERT HULLS	
		<b>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.</b>
		<b>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.</b>



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### Corporate director

**G1**

#### Corporate director details <sup>①</sup>

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

Building name/number

Street

Post town

County/Region

Postcode

Country

#### 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.

**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 <sup>②</sup>

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered <sup>③</sup>

Registration number

#### ② EEA

A full list of countries of the EEA can be found in our guidance:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**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.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered <sup>④</sup>

If applicable, the  
registration number

#### 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

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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>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	

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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## 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. <sup>①</sup>

- ☒ 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**.

<sup>①</sup> Please tick the appropriate box.

UK establishment  
registration number

B R

**H4**

### Particulars of UK establishment <sup>①</sup>

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

Name of establishment AGDEVCO RWANDA LIMITED

Building name/number PEER HOUSE, 8-14

Street VERULAM STREET

Post town LONDON

County/Region

Postcode W C 1 X 8 L Z

Country ENGLAND

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

Date establishment opened <sup>d</sup> 2 <sup>d</sup> 7 <sup>m</sup> 0 <sup>m</sup> 2 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 1 <sup>y</sup> 7

Business carried on at the UK establishment TO PROMOTE SUSTAINABLE AGRICULTURE / DEVELOP AGRIBUSINESS PROJECTS

<sup>①</sup> **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) DANIEL ROBERT

Surname HULLS

**J2 Permanent representative's service address <sup>1</sup>**

Building name/number PEER HOUSE, 8-14

Street VERULAM STREET

Post town LONDON

County/Region

Postcode W C 1 X 8 L Z

Country ENGLAND

**<sup>1</sup> 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 <sup>2</sup>

☒ Unlimited

Description of limited authority, if applicable

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

☒ Alone

☐ Jointly <sup>3</sup>

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

<sup>2</sup> 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.

<sup>3</sup> 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)

RICHARD

Surname

GERRARD

#### K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

PEER HOUSE, 8-14

Street

VERULAM STREET

Post town

LONDON

County/Region

Postcode

W C 1 X 8 L Z

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 CLS/HG/L22639

Company name JORDANS CORPORATE LAW

Address FIRST FLOOR, TEMPLEBACK  
10 TEMPLE BACK

Post town BRISTOL

County/Region

Postcode B S 1 6 F L

Country ENGLAND

DX

Telephone



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details ①</b>	<p>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.</p>	<p><b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details.</p> <p><b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F5.</p> <p><b>④ Month and year of birth</b> Please provide month and year only. Provide full date of birth in section F4.</p> <p><b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Full forename(s)	DANIEL ROBERT		
Surname	HULLS		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	BRITISH		
Month/year of birth ④	<div>X</div> <div>X</div> <div>0</div> <div>2</div> <div>1</div> <div>9</div> <div>6</div> <div>9</div>		
Business occupation (if any) ⑤	DIRECTOR		

<b>F2</b>	<b>Director's service address ⑥</b>	<p><b>⑥ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	PEER HOUSE, 8-14	
Street	VERULAM STREET	
Post town	LONDON	
County/Region		
Postcode	<div>W</div> <div>C</div> <div>1</div> <div>X</div> <div></div> <div>8</div> <div>L</div> <div>Z</div>	
Country	UNITED KINGDOM	

<b>F3</b>	<b>Director's authority</b>	<p>Please enter the extent of your authority as director. Please tick one box.</p> <p><b>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.</b></p> <p><b>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.</b></p>
Extent of authority	<input type="checkbox"/> Limited ⑦ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		



# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>1</sup></b>	
	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)	CHRISTOPHER EVAN	
Surname	ISAAC	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth <sup>4</sup>	X X m1 m0 y1 y9 y7 y6	
Business occupation (if any) <sup>5</sup>	INVESTMENT DIRECTOR	

**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.

<b>F2</b>	<b>Director's service address <sup>6</sup></b>	
Building name/number	PEER HOUSE, 8-14	
Street		
Post town	LONDON	
County/Region		
Postcode	W C 1 X 8 L Z	
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.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>7</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly <sup>8</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly	DANIEL ROBERT HULLS	

**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.**



ALL TO WHOM THESE PRESENTS SHALL COME,  
I, Hasib Heron, Notary Public, duly admitted to practise  
throughout England and Wales,

**DO HEREBY CERTIFY:**

That on the day of the date hereof there was presented before me the attached  
Articles of Association of Agdevco Rwanda Limited signed by Chris Isaac for and on  
behalf of AgDevCo Limited.

I confirm that the above-named person has been made known to me by due  
identification to be the person so named and described in the aforementioned  
document and has satisfied me as to his authority and capacity to sign the same for  
and on behalf of the said company.

**IN FAITH AND TESTIMONY WHEREOF** I issue this certificate under my  
signature and seal of office in London, England this 21 August 2017.

**HASIB HERON**

Notary Public  
England and Wales

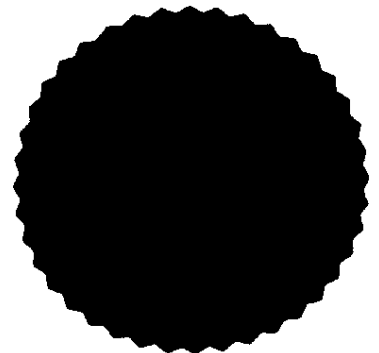
My commission expires with life

I certify that the attached/above  
copy document is a true and  
accurate copy of the original which  
has been produced to me.

Signed:

Name: CHRISTOPHER ISAAC

Date: 15/09/2017.



**HASIB A. HERON**

Notary Public

Tel: 020 7630 1777 Mob: 07736304992

Email: h.heron@notary.co.uk Web: notary.co.uk



Notary.Co.UK Ltd is registered in England & Wales under company number 05137524  
Registered office: Windwards, The Glade, Kingswood, Surrey, England, KT20 6JJ



**THE REPUBLIC OF RWANDA**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**Of**

over/for the Republic of Rwanda	
<b>AGDEVCO RWANDA LIMITED</b>	
notwithstanding the fact that it is a	
company limited by shares	
_____	12
_____	13
_____	14

**Prepared By:**

Trust Law Chambers

KG 569ST #4, TLC Hse, Kacyiru | P.O Box 6679, Kigali-Rwanda

info@trustchambers.com

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ARTICLES OF ASSOCIATION  
OF  
AGDEVCO RWANDA LIMITED

(as adopted by special resolution dated 2017)

**Part 1**

**Interpretation, objects, share capital and limitation of liability**

**Defined terms**

1 In the articles, unless the context requires otherwise:

"alternate" or "alternate director" has the meaning given in article 25;

"appointor" has the meaning given in article 25;

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than Rwanda

"call" has the meaning given in article 54;

"call notice" has the meaning given in article 54;

"certificate" means a paper certificate (other than a share warrant) evidencing a person's title to specified shares or other securities;

"Companies Acts" means the Law N°07/2009 relating to companies;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares, or, in the case of a share in respect of which a share warrant has been issued (and not cancelled), the person in possession of that warrant;

"instrument" means a document in hard copy form;



"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 9;

"partly paid" in relation to a share means that part of that share's nominal value or any premium at which it was issued has not been paid to the company;

"shares" means shares in the company;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act as in force on the date when these articles become binding on the company.

**Name**

2. The name of the Company is "AgDevCo Rwanda Limited";

**Category**

3. The category of the Company is "Private";

**Location**

4. The registered office of the Company is situated at Kigali, in the Republic of Rwanda;

**Objects**

5. The objects for which the Company is established are to carry out, for itself or on behalf of other parties, the objects for which the Company is established are to carry on business as a *general commercial company, and in particular to promote sustainable agriculture in Rwanda* by developing commercially viable agriculture and agribusiness projects (including smallholder and commercial farming operations, infrastructure leasing business, storage and processing operations and wholesale markets) and attracting private sector capital to invest in them, with the aim of relieving poverty directly and indirectly by increasing agricultural productivity for the benefit of the community as a whole, directly raising incomes of poor smallholder farmers, creating employment and contributing to wider economic growth and

development and to do all such things as may appear to be incidental to or conclusive to the attainment of the above objects. .

#### **Share capital**

6. The share capital of the Company is 100 000.Rwanda Francs divided into 1000 Ordinary Shares of 100 Rwandan Francs each.

#### **Liability of members**

7. The liability of the members is limited proportionate to their respective number of shares.

### **Part 2**

#### **Directors**

##### **Directors' powers and responsibilities**

##### **Directors' general authority**

8. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

##### **Directors may delegate**

9. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
  - a. to such person or committee;
  - b. by such means (including by power of attorney);
  - c. in relation to such matters or territories; and
  - d. on such terms and conditions,as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **Committees**

10. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### **Decision-making by directors**

#### **Directors to take decisions collectively**

11. Decisions of the directors may be taken:
  - a. at a directors' meeting; or
  - b. in the form of a directors' written resolution.

#### **Calling a directors' meeting**

12. (1) The Chairman shall call directors' meeting.
- (2) The company secretary must call a directors' meeting if a Chairman so requests.
- (3) A directors' meeting is called by giving notice of the meeting to the directors.
- (4) Notice of any directors' meeting must indicate:
  - a. its proposed date and time;
  - b. where it is to take place; and
  - c. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (5) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (6) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **Participation in directors' meetings**

13. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- a. the meeting has been called and takes place in accordance with the articles; and
  - b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is provided that they can be heard and can hear other participants in the meeting.

### **Quorum for directors' meetings**

14. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

### **Chairing directors' meetings**

15. (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may appoint another director as vice chairman to chair directors' meetings in the chairman's absence.
- (4) The directors may terminate the appointment of the chairman, or vice chairman at any time.
- (5) If neither the chairman nor any director appointed generally to chair directors' meetings in the chairman's absence is participating in a meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

#### **Voting at directors' meetings: general rules**

16. (1) Subject to the articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.
- (2) Subject to the articles, each director participating in a directors' meeting has one vote.
- (3) Subject to the articles, if a director has an interest in an actual or proposed transaction or arrangement with the company:
  - a. that director and that director's alternate may not vote on any proposal relating to it; but
  - b. this does not preclude the alternate from voting in relation to that transaction or arrangement on behalf of another appointor who does not have such an interest.

#### **Chairman's casting vote at directors' meetings**

17. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **Alternates voting at directors' meetings**

18. A director who is also an alternate director has an additional vote on behalf of each appointor who is:
  - a. not participating in a directors' meeting; and
  - b. would have been entitled to vote if they were participating in it.

#### **Conflicts of interest**

19. (1) If a directors' meeting, or part of a directors' meeting, is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in that meeting, or part of a meeting, for quorum or voting purposes.

- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in a decision at a directors' meeting, or part of a directors' meeting, relating to it for quorum and voting purposes.
- (3) This paragraph applies when:
  - a. the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in, or voting at, a directors' meeting;
  - b. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - c. the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
  - a. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - b. subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
  - c. arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) Subject to paragraph (6), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **Proposing directors' written resolutions**

20. (1) Any director may propose a directors' written resolution.
- (2) The company secretary must propose a directors' written resolution if a director so requests.
- (3) A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.
- (4) Notice of a proposed directors' written resolution must indicate:
- a. the proposed resolution; and
  - b. the time by which it is proposed that the directors should adopt it.
- (5) Notice of a proposed directors' written resolution must be given in writing to each director.
- (6) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.

#### **Adoption of directors' written resolutions**

21. (1) A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting.
- (2) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- (3) Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.
- (4) The company secretary must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption.

#### **Directors' discretion to make further rules**

22. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## **Appointment of directors**

### **Methods of appointing directors**

23. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution.

### **Termination of director's appointment**

24. A person ceases to be a director as soon as:
- a. that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law;
  - b. a bankruptcy order is made against that person;
  - c. a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - d. a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - e. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - f. notification is received by the company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms.

### **Directors' remuneration**

25. (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine:
- a. for their services to the company as directors; and
  - b. for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may:



- a. take any form; and
  - b. include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

#### **Directors' expenses**

26. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
- a. meetings of directors or committees of directors,
  - b. general meetings, or
  - c. separate meetings of the holders of any class of shares or of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

#### **Alternate directors**

##### **Appointment and removal of alternates**

27. (1) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:
- a. exercise that director's powers; and
  - b. carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
- (3) The notice must:
  - a. identify the proposed alternate; and
  - b. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

#### **Rights and responsibilities of alternate directors**

- 28. (1) An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.
- (2) Except as the articles specify otherwise, alternate directors:
  - a. are deemed for all purposes to be directors;
  - b. are liable for their own acts and omissions;
  - c. are subject to the same restrictions as their appointors; and
  - d. are not deemed to be agents of or for their appointors.
- (3) A person who is an alternate director but not a director:
  - a. may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
  - b. may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

No alternate may be counted as more than one director for such purposes.
- (4) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

#### **Termination of alternate directorship**

- 29. An alternate director's appointment as an alternate terminates:

- a. when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- b. on the occurrence *in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;*
- c. on the death of the alternate's appointor; or
- d. when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting.

### **Part 3**

#### **Organisation of general meetings**

##### **Holding a general meeting**

30. The annual general meeting of the Company must be held within six months of the financial year end of the Company. Annual and extraordinary general meetings shall be held at such times and places as the Board of Directors shall from time to time appoint.

##### **Attendance and speaking at general meetings**

31. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, *any information or opinions which that person has on the business of the meeting.*
- (2) A person is able to exercise the right to vote at a general meeting when:
- a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **Quorum for general meetings**

- 32. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum; save as herein otherwise provided Members holding Fifty percent of the issued share capital present shall be a quorum.

#### **Chairing general meetings**

- 33. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
  - a. the directors present; or
  - b. (if no directors are present), the meeting,must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

#### **Attendance and speaking by directors and non-members**

- 34. (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not:
  - a. members of the company; or
  - b. otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.

## Adjournment

35. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- a. the meeting consents to an adjournment; or
  - b. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
- a. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - b. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- a. to the same persons to whom notice of the company's general meetings is required to be given; and
  - b. containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **Voting at general meetings**

### **Voting: general**

36. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### **Errors and disputes**

37. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Demanding a poll**

38. (1) A poll on a resolution may be demanded:
- a. in advance of the general meeting where it is to be put to the vote; or
  - b. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
- a. the chairman of the meeting;
  - b. the directors;
  - c. two or more persons having the right to vote on the resolution; or
  - d. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
- a. the poll has not yet been taken; and
  - b. the chairman of the meeting consents to the withdrawal.

#### **Procedure on a poll**

39. (1) Subject to the articles, polls at general meetings must be taken when, where and in such manner as the chairman of the meeting directs.
- (2) The chairman of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- (3) The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- (4) A poll on:
- a. the election of the chairman of the meeting; or
  - b. a question of adjournment,
- must be taken immediately.
- (5) Other polls must be taken within 30 days of their being demanded.
- (6) A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- (7) No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- (8) In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

#### **Content of proxy notices**

40. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- a. states the name and address of the member appointing the proxy;
  - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - d. is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **Delivery of proxy notices**

- 41. (1) Any notice of a general meeting must specify the address or addresses ("proxy notification address") at which the company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- (2) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (3) Subject to paragraphs (4) and (5), a proxy notice must be delivered to a proxy notification address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- (4) In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.
- (5) In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:
  - a. in accordance with paragraph (3); or
  - b. at the meeting at which the poll was demanded to the chairman, secretary or any director.



- (6) An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a proxy notification address.
- (7) A notice revoking a proxy appointment only takes effect if it is delivered before:
  - a. the start of the meeting or adjourned meeting to which it relates; or
  - b. (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- (8) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **Amendments to resolutions**

- 42. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - a. notice of the proposed amendment is given to the company secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - a. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - b. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

### **Restrictions on members' rights**

#### **No voting of shares on which money owed to company**

43. No voting rights attached to a share may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the company in respect of that share have been paid.

### **Application of rules to class meetings**

#### **Class meetings**

44. The provisions of the articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

## **Part 4**

### **Shares and distributions**

#### **Issue of shares**

#### **Powers to issue different classes of share**

45. (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- (2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

#### **Interests in shares**

#### **Company not bound by less than absolute interests**

46. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

## **Share certificates**

### **Certificates to be issued except in certain cases**

47. (1) The company must issue each member with one or more certificates in respect of the shares which that member holds.
- (2) This article does not apply to shares in respect of which the Companies Acts permit the company not to issue a certificate.
- (3) Except as otherwise specified in the articles, all certificates must be issued free of charge.
- (4) No certificate may be issued in respect of shares of more than one class.
- (5) If more than one person holds a share, only one certificate may be issued in respect of it.

### **Contents and execution of share certificates**

48. (1) Every certificate must specify:
- a. in respect of how many shares, of what class, it is issued;
  - b. the nominal value of those shares;
  - c. the amount paid up on them; and
  - d. any distinguishing numbers assigned to them.
- (2) Certificates must:
- a. have affixed to them the company's common seal or an official seal which is a facsimile of the company's common seal with the addition on its face of the word "Securities" (a "securities seal"); or
  - b. be otherwise executed in accordance with the Companies Acts.

### **Consolidated share certificates**

49. (1) When a member's holding of shares of a particular class increases, the company may issue that member with:
- a. a single, consolidated certificate in respect of all the shares of a particular class which that member holds; or

- b. a separate certificate in respect of only those shares by which that member's holding has increased.
- (2) When a member's holding of shares of a particular class is reduced, the company must ensure that the member is issued with one or more certificates in respect of the number of shares held by the member after that reduction. But the company need not (in the absence of a request from the member) issue any new certificate if:
  - a. all the shares which the member no longer holds as a result of the reduction; and
  - b. none of the shares which the member retains following the reduction, were, immediately before the reduction, represented by the same certificate.
- (3) A member may request the company, in writing, to replace:
  - a. the member's separate certificates with a consolidated certificate; or
  - b. the member's consolidated certificate with two or more separate certificates representing such proportion of the shares as the member may specify.
- (4) When the company complies with such a request it may charge such reasonable fee as the directors may decide for doing so.
- (5) A consolidated certificate must not be issued unless any certificates which it is to replace have first been returned to the company for cancellation.

#### **Replacement share certificates**

50. (1) If a certificate issued in respect of a member's shares is:
- a. damaged or defaced; or
  - b. said to be lost, stolen or destroyed,
- that member is entitled to be issued with a replacement certificate in respect of the same shares.
- (2) A member exercising the right to be issued with such a replacement certificate:
- a. may at the same time exercise the right to be issued with a single certificate or separate certificates;

- b. must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- c. must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

#### **Partly paid shares**

##### **Company's lien over partly paid shares**

51. (1) The company has a lien ("the company's lien") over every share which is partly paid for any part of:
- a. that share's nominal value; and
  - b. any premium at which it was issued,
- which has not been paid to the company, and which is payable immediately or at some time in the future, whether or not a call notice has been sent in respect of it.
- (2) The company's lien over a share:
- a. takes priority over any third party's interest in that share; and
  - b. extends to any dividend or other money payable by the company in respect of that share and (if the lien is enforced and the share is sold by the company) the proceeds of sale of that share.
- (3) The directors may at any time decide that a share which is or would otherwise be subject to the company's lien shall not be subject to it, either wholly or in part.

##### **Enforcement of the company's lien**

52. (1) Subject to the provisions of this article, if:
- a. a lien enforcement notice has been given in respect of a share; and
  - b. the person to whom the notice was given has failed to comply with it,
- the company may sell that share in such manner as the directors decide.
- (2) A lien enforcement notice:
- a. may only be given in respect of a share which is subject to the company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed;

- b. must specify the share concerned;
- c. must require payment of the sum payable within 14 days of the notice;
- d. must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise; and
- e. must state the company's intention to sell the share if the notice is not complied with.

(3) Where shares are sold under this article:

- a. the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- b. the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale.

(4) The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied:

- a. first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice;
- b. second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.

(5) A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date:

- a. is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
- b. subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share.

#### **Exercise of transmitters' rights**

53. (1) Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- (2) If a transmitter wishes to have his shares transferred to another person, the transmitter must execute an instrument of transfer in respect of it.
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

#### **Transmitters bound by prior notices**

54. If a notice is given to a member in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the member before the transmitter's name has been entered in the register of members.

### **Distributions**

#### **Procedure for declaring dividends**

55. (1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- (2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- (3) No dividend may be declared or paid unless it is in accordance with members' respective rights.
- (4) Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- (5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.

- (6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- (7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

#### **Calculation of dividends**

56. (1) Except as otherwise provided by the articles or the rights attached to shares, all dividends must be:
- a. declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
  - b. apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
- (2) If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.
- (3) For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

#### **Payment of dividends and other distributions**

57. (1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
- a. transfer to a bank account specified by the distribution recipient either in writing or as the directors may otherwise decide;
  - b. sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
  - c. sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or



- d. any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.
- (2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:
  - a. the holder of the share; or
  - b. if the share has two or more joint holders, whichever of them is named first in the register of members; or
  - c. if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

**Deductions from distributions in respect of sums owed to the company**

58. (1) If:
- a. a share is subject to the company's lien; and
  - b. the directors are entitled to issue a lien enforcement notice in respect of it,
- they may, instead of issuing a lien enforcement notice, deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share to the extent that they are entitled to require payment under a lien enforcement notice.
- (2) Money so deducted must be used to pay any of the sums payable in respect of that share.
- (3) The company must notify the distribution recipient in writing of:
- a. the fact and amount of any such deduction;
  - b. any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction; and
  - c. how the money deducted has been applied.

**No interest on distributions**

59. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:
- a. the terms on which the share was issued; or

- b. the provisions of another agreement between the holder of that share and the company.

#### **Unclaimed distributions**

60. (1) All dividends or other sums which are:
- a. payable in respect of shares; and
  - b. unclaimed after having been declared or become payable,
- may be invested or otherwise made use of by the directors for the benefit of the company until claimed.
- (2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
- (3) If:
- a. twelve years have passed from the date on which a dividend or other sum became due for payment; and
  - b. the distribution recipient has not claimed it,
- the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

#### **Non-cash distributions**

61. (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- (2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:
- a. fixing the value of any assets;
  - b. paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
  - c. vesting any assets in trustees.

#### **Waiver of distributions**

62. Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:
- a. the share has more than one holder; or
  - b. more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,
- the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

#### **Capitalisation of profits**

##### **Authority to capitalise and appropriation of capitalised sums**

63. (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:
- a. decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
  - b. appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- (2) Capitalised sums must be applied:
- a. on behalf of the persons entitled; and
  - b. in the same proportions as a dividend would have been distributed to them.
- (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied:

- a. in or towards paying up any amounts unpaid on existing shares held by the persons entitled; or
  - b. in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (5) Subject to the articles the directors may:
- a. apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
  - b. make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
  - c. authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

## **Part 5**

### **Miscellaneous provisions**

#### **Communications**

##### **Means of communication to be used**

64. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

##### **Failure to notify contact details**

65. (1) If:

- a. the company sends two consecutive documents to a member over a period of at least 12 months; and
- b. each of those documents is returned undelivered, or the company receives notification that it has not been delivered,

that member ceases to be entitled to receive notices from the company.

- (2) A member who has ceased to be entitled to receive notices from the company becomes entitled to receive such notices again by sending the company:
  - a. a new address to be recorded in the register of members; or
  - b. if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.

#### **Administrative arrangements**

##### **Company seals**

- 66. (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal or securities seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:
  - a. any director of the company;
  - b. the company secretary; or
  - c. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- (5) If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors.

- (6) If the company has a securities seal, it may only be affixed to securities by the company secretary or a person authorised to apply it to securities by the company secretary.
- (7) For the purposes of the articles, references to the securities seal being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the directors in relation to that document or documents of a class to which it belongs.

#### **No right to inspect accounts and other records**

67. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### **Provision for employees on cessation of business**

68. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

### **Directors' indemnity and insurance**

#### **Indemnity**

69. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
  - b. any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article:
- a. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

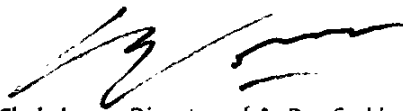
- b. a "relevant director" means any director or former director of the company or an associated company.

#### Insurance

70. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article:
- a. a "relevant director" means any director or former director of the company or an associated company,
- b. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

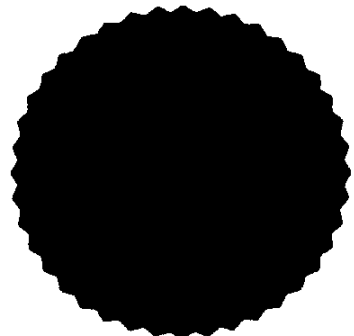
IN WITNESS WHEREOF, the undersigned has executed these articles of association on 17<sup>th</sup>, August 2017

IN THE YEAR TWO THOUSAND AND SEVENTEEN, ON THE 17<sup>th</sup> DAY OF AUGUST And after the reading thereof the Subscriber has signed the same:



Chris Isaac, Director of AgDevCo Limited

BEFORE ME:  
A NOTARY PUBLIC





**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC034752

UK Establishment No. BR019845

The Registrar of Companies hereby certifies that

**AGDEVCO RWANDA 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 **6th November 2017**.



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES