



FILE COPY

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

Company No. 6621225

The Registrar of Companies for England and Wales hereby certifies that

FCMB (UK) LIMITED

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

Given at Companies House on **16th June 2008**



N06621225B



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100981/50
19840
The Companies Acts 1985 and 2006
£50
25
14 JUN 2008
INCREASE

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

FCMB (UK) LIMITED

SATURDAY



A54


14/06/2008

41

COMPANIES HOUSE

- 1 The Company's name is FCMB (UK) LTD
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:-
To carry on business as a financial institution
4. The liability of the members is limited.
5. The Company's share capital is £100,000 divided into shares of £1.00 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS		Number of Shares taken by each subscriber
SIGNATURE: 		
DATE: 2 June 2008		ONE
(1) MR FRANCIS WOOD 4 PHILBEACH GARDENS, LONDON SW5 9DJ		

(2) MR ANURAG SAXENA
23 REGENT HOUSE
WINDSOR WAY, LONDON W14 0UB

SIGNATURE

Anurag Saxena

DATE.

2 JUNE 2008

ONE

SIGNATURE:

DATE:

SIGNATURE.

DATE.

Dated this *2nd* day of *June* 2008

Witness to the above Signatures:-

Adekunle

MRS ADEBIMPE NKONTA
SOLICITOR

ADDIE & CO SOLICITORS
WATERMAN HOUSE
6TH FLOOR
41 KINGSWAY
LONDON WC2B 6TP
TEL: 020 7395 3740
FAX: 020 7395 3750

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

FCMB (UK) LTD

1. PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to FCMB (UK) LTD (the Company) except in so far as they are excluded or varied by these articles
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- 1.3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 76-79, 84, 94 and 118 of Table A do not apply to the Company
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public
- 1.5 **Companies Acts** means the Companies Act 1985 and the Companies Act 2006 as amended and in force from time to time

2 SHARE CAPITAL

- 2.1 The share capital of the Company is £100,000 divided into 100 ordinary shares of £1.00 each
- 2.2 Subject to the Companies Acts and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine
- 2.3 In accordance with and subject to the provisions of Part V of the Companies Act 1985 the Company may
 - (a) subject to any rights conferred on the holders of any other shares issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder,
 - (b) subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares),

- (c) make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

3. LIEN

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4. TRANSFER OF SHARES

The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.

- 5.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

6. VOTES OF MEMBERS

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

7. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

8. ALTERNATE DIRECTORS

- 8.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any).

as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present

8 2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK

8 3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct [and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company]

9 POWERS OF DIRECTORS

9 1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. The maximum aggregate nominal amount of ordinary shares that may be allotted is £100,000.00. This authority may be varied or revoked by ordinary resolution of the Company.

9 2 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment. This power will expire on the date the section 80 of the Companies Act 1985 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

10 APPOINTMENT AND RETIREMENT OF DIRECTORS

10 1 No person shall be appointed a director at any general meeting unless

- (a) he is recommended by the directors, or
- (b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.

- 10 2 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.
- 10 3 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 10 4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution.

11 DIRECTORS' APPOINTMENTS AND INTERESTS

Subject to the provisions of the Companies Acts, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

12. PROCEEDINGS OF DIRECTORS

- 12 1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting [notwithstanding accidental disconnection of the means of electronic communication during the meeting]. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 12 2 Subject to disclosure in accordance with section 317 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to

any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting

13. INDEMNITY

13.1 Subject to the Companies Acts, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs

13.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs

Name and address of subscribers

1)
Name ANURAG SAXENA

Address 23 REGENT HOUSE
WINDSOR WAY
LONDON - W14 0UB

*

3)
Name

Address

2)
Name FRANCIS WOOD


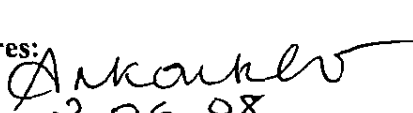
Address 4 PHILBEACH GARDENS
FLAT 3
LONDON SW5 9DY

*

4)
Name

Address

Witness to the above signatures:

Signature:  
Date: 2.06.08
Name: ADEBIMPE NKONTCHOU
Address: SOLICITOR.
Occupation:

ADDIE & CO SOLICITORS
WATERMAN HOUSE
6TH FLOOR
41 KINGSWAY
LONDON WC2B 6TP
TEL. 020 7395 3740
FAX: 020 7395 3750



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

FCMB (UK) Limited

I, **Bimpe Nkontchou**

of **Addie & Co Solicitors**

† Please delete as appropriate

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

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

Declarant's signature

[Signature]

Declared at

41 KINGSWAY, LONDON WC2B 6TP

Day Month Year

On

1 3 0 6 2 0 0 8

• Please print name

before me •

[Signature]

Signed

[Signature]

Date

13/6/08

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

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

Addie & Co Solicitors

6th floor, Waterman House, 41 Kingsway, London

WC2B 6TP

Tel 020 7395 3740

DX number 37964

DX exchange Kingsway

Companies House receipt date barcode

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

Form revised 10/03

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

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

or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

10

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

FCMB (UK) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2nd Floor

Berkeley Square House

Post town

Berkeley Square,

County / Region

London

Postcode

W1J 6BD

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

Agent's Name

Addie & Co solicitors

Address

6th Floor

Waterman House

Post town

41 Kingsway

County / Region

London

Postcode

WC2B 6TP

Number of continuation sheets attached

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

ADDIE & CO

6th Floor, Waterman House, London, WC2B 6TP

Tel 020 7395 3740

DX number 37964

DX exchange Kingsway

Companies House receipt date barcode

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or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		ADDIE & Co Solicitors	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)		ADDIE & CO SOLICITORS	
Address		6th FLOOR, WATERMAN HOUSE	
41 KINGSWAY,			
Post town		LONDON	
County / Region		Postcode	WC2B6TP
Country		UK	

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

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

Consent signature

Anurag Saxena for ADDIE & CO.

Date

13.06.08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
Forename(s)		ANURAG			
Surname		SAXENA			
Previous forename(s)					
Previous surname(s)					
Address		23 REGENT HOUSE			
WINDSOR WAY					
Post town		LONDON			
County / Region		Postcode	W140UB		
Country		UK			

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

Day Month Year

Date of birth

24 05 1966

Nationality

INDIAN

Business occupation

BANKER

Other directorships

FEMB NIGERIA

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

Consent signature

Anurag Saxena

Date

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

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

Post town

County / Region

Country

Day Month Year

Date of birth**Nationality**

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____