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In accordance with  
Section 1046 of the  
Companies Act 2006 &  
Regulation 4(1) of the  
Overseas Companies  
Regulations 2009

OS IN01

## Registration of an overseas company opening a UK establishment

  
Companies House  
for the n. and

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

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

☐ **What this form is NOT for**  
You cannot use this form to c  
the details of an existing com  
officer or establishment

FRIDAY



\*AQNNDKDK\*

A15

28/05/2010

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COMPANIES HOUSE

### Part 1

### Overseas company details (Name)

For official use

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 A1**
- 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 \*

A1

### Corporate company name

Corporate name<sup>1</sup>


<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated under  
which you propose to carry on  
business in the UK

A2

### Alternative name

The company wishes to register an alternative name under which it proposes to  
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name<sup>2</sup>

APICE GROUP LIMITED

Alternative name  
(if applicable)<sup>3</sup>

APICE VENTURES LIMITED

<sup>2</sup> Please give your corporate name  
as incorporated in your home state  
or country

<sup>3</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

A3

### Overseas company name restrictions<sup>4</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>4</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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 2 Overseas company details

### B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment <sup>①</sup>

→ No Go to Section B2

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

<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

UK establishment  
registration number

B R

### B2 Credit or financial institution

Is the company a credit or financial institution? <sup>②</sup>

☐ Yes

☒ No

<sup>②</sup> Please tick one box

### B3 Company details

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

Legal form <sup>①</sup>

PRIVATE LIMITED COMPANY

Country of  
incorporation \*

NIGERIA

Identity of register  
in which it is  
registered <sup>②</sup>

CORPORATE AFFAIRS COMMISSION

Registration number in  
that register

RC749127

<sup>①</sup> This includes whether the company is a private or public company or whether or not the company is limited

<sup>②</sup> This will be the registry where the company is registered in its parent country

### B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

### B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law <sup>③</sup>

COMPANIES AND ALLIED MATTERS ACT 1990 NIGERIA

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

→ Yes Complete the details below

→ No Go to Part 3

<sup>③</sup> This means the relevant rules or legislation which regulates the incorporation of companies in that state

# OS IN01

## Registration of an overseas company opening a UK establishment

	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	6			

**B6**

### Latest disclosed accounts

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

☒ Yes

Please indicate what documents have been disclosed

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

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

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 3

## Constitution

**C1**

### Constitution of company<sup>①</sup>

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  
☐ I enclose a certified translation, if applicable

<sup>①</sup> A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator

A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, 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>②</sup>

Building name/number	SHEKINAH HOUSE
Street	1 FEMI SHOBOWALE STREET
	ANTHONY VILLAGE
Post town	LAGOS
County/Region	LAGOS
Postcode	
Country	NIGERIA
	Please give the objects of the company and the amount of issued share capital
Objects of the company <sup>③</sup>	GENERAL TRADING, MANAGEMENT, IMPORTERS
Amount of issued share capital <sup>④</sup>	NAIRA 1,000,000

<sup>②</sup> This address will appear on the public record

<sup>③</sup> Please give a brief description of the company's business

<sup>④</sup> Please specify the amount of shares issued and the value

# OS IN01

## Registration of an overseas company opening a UK establishment

### 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 which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

#### 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

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate secretary

#### E1 Corporate secretary details<sup>1</sup>

Use this section to list all the corporate secretaries of the company  
Please complete Sections E1-E5 Please use a continuation page if necessary

Name of corporate body or firm	
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

#### E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

#### E3 EEA 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

#### E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

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

# OS IN01

Registration of an overseas company opening a UK establishment

E5

## Corporate secretary's authority

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

# OS IN01

## 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-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details																
Full forename(s)	KOLAWOLE OLUMAYOKUN	<b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes																
Surname	OGUNDE	<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3																
Former name(s) <sup>②</sup>		<b>④ Business occupation</b> If you have a business occupation, please enter here If you do not, please leave blank																
Country/State of residence <sup>③</sup>	NIGERIA																	
Nationality	NIGERIAN																	
Date of birth	<table><tr><td>d</td><td>2</td><td>d</td><td>3</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>8</td></tr></table>	d	2	d	3	m	0	m	2	y	1	y	9	y	5	y	8	
d	2	d	3	m	0	m	2	y	1	y	9	y	5	y	8			
Business occupation (if any) <sup>④</sup>	ACCOUNTANT																	
<b>F2</b>	<b>Director's service address <sup>⑤</sup></b>																	
Building name/number	SHEKINAH HOUSE	<b>⑤ Service address</b> This is the address that will appear on the public record This does not have to be your usual residential address																
Street	1 FEMI SHOBOWALE STREET	If you provide your residential address here it will appear on the public record																
	ANTHONY VILLAGE																	
Post town	LAGOS																	
County/Region	LAGOS																	
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																	
Country	NIGERIA																	



# OS IN01

## Registration of an overseas company opening a UK establishment

F4

### Director's authority

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

**OS IN01****Registration of an overseas company opening a UK establishment****Director**

<b>F1</b>	<b>Director details <sup>①</sup></b>	<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details																
	Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	<b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.																
Full forename(s)	OLUSOLA OLUFUNKE	<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3.																
Surname	OGUNDE	<b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.																
Former name(s) <sup>②</sup>																		
Country/State of residence <sup>③</sup>	NIGERIA																	
Nationality	NIGERIAN																	
Date of birth	<table border="1"><tr><td>d</td><td>1</td><td>d</td><td>5</td><td>m</td><td>0</td><td>m</td><td>8</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>0</td></tr></table>	d	1	d	5	m	0	m	8	y	1	y	9	y	6	y	0	
d	1	d	5	m	0	m	8	y	1	y	9	y	6	y	0			
Business occupation (if any) <sup>④</sup>	ACCOUNTANT																	
<b>F2</b>	<b>Director's service address <sup>⑤</sup></b>	<b>⑤ 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.																
Building name/number	SHEKINAH HOUSE																	
Street	1 FEMI SHOBOWALE STREET																	
	ANTHONY VILLAGE																	
Post town	LAGOS																	
County/Region	LAGOS																	
Postcode																		
Country	NIGERIA																	

# OS IN01

## Registration of an overseas company opening a UK establishment

**F4**

### Director's authority

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

# OS IN01

## Registration of an overseas company opening a UK establishment

### 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

# OS IN01

## Registration of an overseas company opening a UK establishment

**G5**

### Corporate director's authority

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

Extent of authority

- ☐ Limited ❶  
☐ Unlimited

Description of limited  
authority, if applicable

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

- ☐ Alone  
☐ Jointly ❷

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

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

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

# OS IN01

Registration of an overseas company opening a UK establishment

## 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

Sections **H3** and **H4** must be completed in all cases

**H3**

### Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment

- ☒ 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**

❶ Please tick the appropriate box

UK establishment  
registration number

B R

**OS IN01**

Registration of an overseas company opening a UK establishment

**H4****Particulars of UK establishment <sup>①</sup>**

	Please enter the name and address of the UK establishment	
Name of establishment	APICE GROUP LIMITED	
Building name/number	SHEKINAH COURT	
Street	35A ABBEY ROAD	
	BEESTON	
Post town	NOTTINGHAM	
County/Region	NOTTINGHAMSHIRE	
Postcode	N G 9 2 Q F	
Country	UK	
	Please give the date the establishment was opened and the business of the establishment	
Date establishment opened	d 0 1 m 0 5 y 2 0 y 1 0	
Business carried on at the UK establishment	GENERAL TRADING	

**① Address**

This is the address that will appear on the public record

# OS IN01

Registration of an overseas company opening a UK establishment

## 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)

OLUFEMI

Surname

OYEDIPE

**J2**

#### Permanent representative's service address <sup>①</sup>

Building name/number

ATLANTIC SOLICITORS

Street

4TH FLOOR EXCHANGE HOUSE

494 MIDSUMMER BOULEVARD

Post town

MILTON KEYNES

County/Region

BUCKINGHAMSHIRE

Postcode

M K 9 2 E A

Country

UK

#### ① Service address

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

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

**J3**

#### Permanent representative's authority

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

Extent of authority

☐ Limited <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

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

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



# OS IN01

Registration of an overseas company opening a UK establishment

## 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)

OLUFEMI

Surname

OYEDIPE

## K2

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

Building name/number

ATLANTIC SOLICITORS

Street

4TH FLOOR EXCHANGE HOUSE

494 MIDSUMMER BOULEVARD

Post town

MILTON KEYNES

County/Region

BUCKINGHAMSHIRE

Postcode

M K 9 2 E A

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. This may be the registered office or principal office address or the address of the UK establishment as the case may be. Please note a DX address would not be acceptable.

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 8

## Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

*James If*

X

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

# OS IN01

## Registration of an overseas company opening a UK establishment



### 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 **OLUFEMI OYEDIPE**

Company name **ATLANTIC SOLICITORS**

Address **4TH FLOOR EXCHANGE HOUSE**

**494 MIDSUMMER BOULEVARD**

Post town **MILTON KEYNES**

County/Region **BUCKINGHAMSHIRE**

Postcode **M K 9 2 E A**

Country **UNITED KINGDOM**

DX

Telephone **01908 255 560 / 07823324074**

### 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.



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 NR 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

013/0812602

619

Certificate No

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT 1990



COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Apice Group Limited

"I hereby certify that this is a true copy of the original"

Femi Oyedipe  
Believer

Date: 17/5/2008

Corporate Affairs Commission  
Certified True Copy  
06 JAN 2010  
Name: [Signature]  
Designation: [Signature]  
Signature: [Signature]

Incorporated this day of February 2008

ATB 0690786 of 21/5/08 for N17,000

2406

Corporate Affairs Commission Abuja  
Pre-Incorporation  
TRANSFERED  
26/11/08

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES & ALLIED MATTERS ACT, 1990

Memorandum Of Association

Of

Apice Group Limited

1 The name of the Company is Apice Group Limited

2 The Registered Office of the Company will be situated in Lagos State

3 The objects for which the Company is established are

- a) To carry on the business of an investment company and for that purpose to buy, sell, mortgage, pledge, exchange and otherwise deal in the stock, shares, debentures, units of unit trust schemes, bonds, notes, obligations and securities of companies, corporations and bodies as principals and to promote issues of securities of all kinds and to raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any issue
- b) To prosecute and execute directly or by contribution or other assistance any such or other works, undertakings, projects or enterprises in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable wherefrom, the company shall have invested money, embarked capital or engaged its credit and to transact business as capitalists, promoters, financial and monetary agents both in Nigeria and elsewhere
- c) To act as managers and to direct the management of state domains, of the property and estates of communes, corporations, Foundations or of any persons either in the capacity of stewards or receivers, of that of lessors or tenants with power of advancing at a discount all or any of the accruing rent, royalties or incomes
- d) To finance and assist in financing the sale of goods, articles and commodities of all and every kind or description by way of purchase or deferred payment or similar transactions and to institute, enter into, subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever, to acquire and discount, hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as merchants, financiers, traders, commission agents or in any other capacity in any part

OLUFEMI OYEDIPE  
SOLICITOR

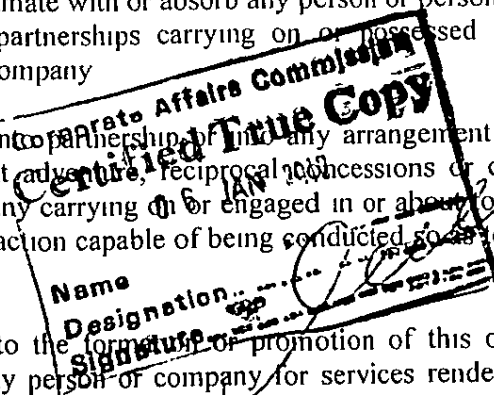
"I hereby certify that this is a  
true copy of the original"

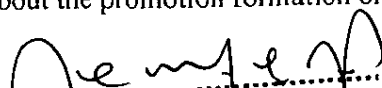
Femi Oyedipe  
Solicitor

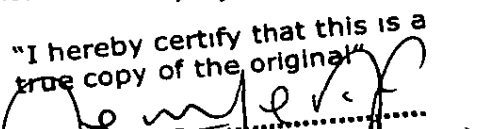
Date: 17/05/2000

of the world and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise

- e) To enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale and purchase and maintenance of goods, articles and commodities of all and every kind and description either by buying, selling, letting on hire, hire purchase or easy payment systems or by financing or assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of those purposes to purchase agreements, loans money, give guarantees or security or otherwise finance or assist all or such purposes on such terms and in such manner as may be desirable or expedient
- f) To carry on business as resource management consultants and advisers on problems relating to the administration and organisation of industry and business and to carry on all or any of the businesses of industrial and personnel consultants and to advise on the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services
- g) To trade generally and to import and export goods, raw materials and products of whatever description or nature and to carry on any other business which may seem to the company capable of being conveniently carry on in connection with the above or calculated directly or indirectly to enhance the value of, or render profitable any of the property or rights of the company
- h) To carry on business as importers, exporters, general merchants, manufacturers' representatives, general contractors, merchants, architects, building and civil engineering contractors, electrical installation contractors, manufacturers and suppliers of industrial machinery and equipment, finance and commodity brokers, stationery manufacturers and suppliers, commission agents, transporters, travel agents, general art designers, printers, estate developers and managers, developers and manufacturers of pharmaceutical goods, insurance brokers, all kinds of electronic manufacturers, clearing and forwarding agents and general engineering consultants
- i) To acquire and undertake the whole or any part of the business, property and liabilities of or unite and amalgamate with or absorb any person or persons, company or companies, partnership or partnerships carrying on or possessed of property suitable for the purpose of the Company
- j) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, joint venture, reciprocal concessions or co-operation with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company
- k) To pay all expenses incident to the formation or promotion of this or any other company and to remunerate any person or company for services rendered or to be rendered in placing, or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or to the securities of the Company, or about the promotion formation or business of the Company



  
OLUFEMI OYEDIPE  
SOLICITOR

"I hereby certify that this is a true copy of the original"  
  
Femi Oyedipe  
Secretary  
Date: 17/5/2010

6.4.9

- l) To carry on all manner of physical and chemical tests and analysis and to carry operations of control, inspection, assessments, valuation, the study of qualitative and quantitative techniques for the accounts of third parties on all raw materials, processed, unprocessed, semi-finished or finished goods, products and materials as well as all tools, machines, equipment and installations of all kinds, petroleum products (whether refined or unrefined) and its by-products
- m) To supply, design, construct, install and maintain computer systems and communication equipment, business systems and office and industrial equipment and machinery for any person, corporation or firm
- n) To supply any person, corporation, firm or entity with ideas, plans, strategy, advice, information, statistics and all aids suited to assisting the exportation or importation of any goods, commodities or things whatsoever
- o) To carry on any or all of the businesses of general agents, exporters, importers and general merchants and to transact and carry on all kinds of agency business and in particular to act as buying, selling, distributing and holding agents for manufacturers and distributors of all sorts of goods and produce, trading concerns and firms of exporters and importers
- p) To engage generally in the business of general contractors, suppliers, merchants, importers and exporters, manufacturers' agents and representatives, and commission agents for types of goods and services of all descriptions, estate developers and planners, agriculturists, providers of all forms of energy, land, sea and space transporters, and to private and public institutions and individuals
- q) To and assist in the sale of goods, articles and commodities of all and every kind or description by way of hire-purchase or deferred payment or similar transactions and to institute, enter into and carry on, subsidise or assist in subsidising or the sale and/or upkeep and maintenance of any good, articles or commodities of all and every kind and description and upon any terms whatsoever, to acquire hire-purchase or other agreements or any rights whatsoever thereunder (whether proprietary or contractual) and generally to carry on business and to act as merchants, traders, commission agents or in any other capacity in any part of the world and to import, export, buy sell, barter, exchange, pledge, take advances, own or otherwise deal in goods, produce, articles and merchandise
- r) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above business of the company, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account and property, real or personal belonging to the Company or in which the Company may be interested
- s) To do all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company

Corporate Affairs Commission  
 Certified True Copy

06 JAN 2020

"I hereby certify that this is a true copy of the original"

Signature: *[Signature]*  
 Olufemi Oyedipe  
 Solicitor

Date: 17/5/2020



*[Signature]*  
 OLUFEMI OYEDIPE  
 SOLICITOR

- t) To do all or any of the above things in any part of the world either alone or in conjunction with other either as principal, agents, contractors, trustees or otherwise and either by or through agents and sub-contractors

AND IT IS HEREBY DECLARED THAT the objects specified in each paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be restricted or limited by reference to or influence from the terms of any other paragraph, but may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company

- 4 The Company is a private company
- 5 The liability of the members is limited by shares.

The authorised share capital of the company is ₦1,000,000 00 (one million naira) divided into 1,000,000 ordinary shares of ₦1 00 each We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

Names, Addresses And Description of Subscribers	No. Of Shares Taken By Each Subscribers	Signatures
Mr Kola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)	500,000	
Mr Olusola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)	500,000	

Dated the .

Witness to the above signatures

Name

Deji Soyemi Esq.


Address

Soneye, 174B Murtala Muhammed Way, Adekunle, Yaba, Lagos

Occupation

Legal Practitioner

Signature

  
OLUFEMI OYEDIPE  
SOLICITOR

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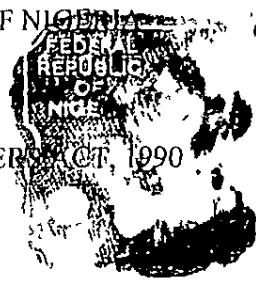
Femi Oyedipe  
Solicitor

Date: 17/5/16



6.6.9

THE FEDERAL REPUBLIC OF NIGERIA



COMPANIES & ALLIED MATTERS ACT, 1990

**Articles Of Association**  
**Of**  
**Apice Group Limited**

**Definitions**

- 1 a) In these Articles, "Act" means the Companies and Allied Matters Act, 1990, and
- b) Unless the context otherwise admits, words or phrases defined in the Act shall have the same meanings respectively in these Articles

**Classes Of Shares**

- 2 The company may from time to time issue classes of shares. It shall be the responsibility of the Directors to determine the classes of shares to be issued. All the right or restrictions attached to each particular class of shares shall be specified in the term of issue but such rights may at any time be varied in accordance with the provisions of Section 141 of the Act

**Restriction On Transfer Of Shares**

- 3 The Directors may, in their absolute discretion and without assigning any reason, refuse to register transfer of any share, whether or not it is a fully paid share.

**Corporate Affairs Commission**  
**Certified True Copy**

**Pre-Emptive Rights Of Shareholders**

- 4 The company shall not allot any new or un-issued shares unless the same are offered in the first instance to all the shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be to their existing holdings.

- 5 The offer to existing shareholders shall be by notice specifying the number of shares to which the shareholder is entitled to subscribe and limiting a time, not less than twenty eight (28) days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined. On receipt of an intimation from the shareholder that he declines to accept the shares offered or after the expiration of the stipulated time as the case may be the Board of Directors may, subject to the terms of any resolution of the

OLUFEMI OYEDIPE  
SOLICITOR

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Olufemi Oyedipe  
Solicitor

Date... 17/07/00

6.7.9

company, dispose of the shares at a price not less than that specified in the offer, in such manner as they think most beneficial to the company

- 6 Articles 4 and 5 above may be altered only with or amended only with the concurring votes of members holding not less than seventy-five per-centum (75%) of the issued shares for the time being of the Company

#### Commission & Brokerage

- 7 The company may exercise the powers of paying commissions conferred by Section 131 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or in one way and partly in the other
- 8 The company may also on any issue of shares pay such brokerage as may be lawful

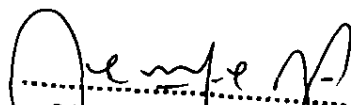
#### Alteration Of Capital

- 9 The Company may from time to time by ordinary resolution effect an alteration of its share capital in any of the ways set out in Section 100 of the Act
- 10 Subject to the provisions of the Act on reduction of capital, the company may whenever it considers it expedient to do so, by special resolution reduce its share capital, any capital redemption fund or any share premium account

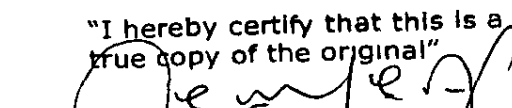
#### Meetings

- 11 The annual general meeting shall be held at such time and place as the Directors shall appoint
- 12 The Chairman of the Board of Directors shall preside as chairman of every general meeting of the company, or if he is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall choose some Director or if no Directors be present or if the Directors present decline to take the chair, they shall choose some member present to be chairman of the meeting
- 13 The quorum necessary for a general meeting or Class Meeting of the company shall be two members holding or representing at least fifty-one per-centum (51%) of the issued share capital for the time being of the company or of the Class concerned

Corporate Affairs Commission  
**Certified True Copy**

  
OLUFEMI OYEDIPE  
SOLICITOR

"I hereby certify that this is a true copy of the original"

  
Olufemi Oyedipe  
Solicitor  
Date: 7/5/10

### Voting

14. No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid

### Directors

15. Unless otherwise determined by the Company in general meeting, the number of Directors shall not exceed five (4)
16. Decisions of the Directors on allotment, budget, and employment of principal staff shall be effective only if supported by the affirmative vote of the Directors holding not less than seventy five per-centum (75%) of the issued shares for the time being of the Company
17. The quorum necessary for the transaction of the business of the Directors may be fixed by the directors and unless so fixed shall be two (2)
18. The Directors may exercise all such powers of the company as are not by these Articles or the Act required to be exercised by the company in general meeting

### The Seal

19. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be signed by a Director, and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose

### Notices

20. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Nigeria) to the address, if any, within Nigeria supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of seven (7) days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post

**SECRETARY'S CERTIFICATE**

**Certified True Copy**

06 JAN 2010

Name .....  
 Designation .....  
 Signature .....

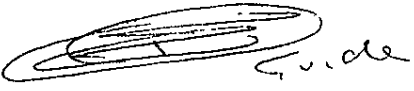

"I hereby certify that this is a true copy of the original"

OLUFEMI OYEDIPE  
 SOLICITOR

OLUFEMI OYEDIPE  
 Solicitor

Date: 17/5/10

6.9.9

Names, Addresses And Descriptions Of Subscribers	Signatures
<p>Mr Kola Ogunde 1, Femí Shobowale Street Anthony Village Lagos State (Chartered Accountant)</p> <p>Mr Olusola Ogunde 1, Femí Shobowale Street Anthony Village Lagos State (Chartered Accountant)</p>	  

Dated this day of February 2008

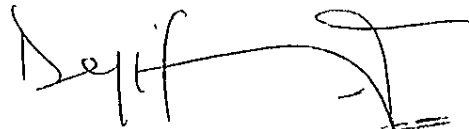
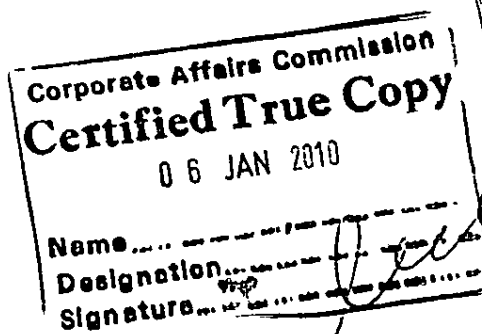
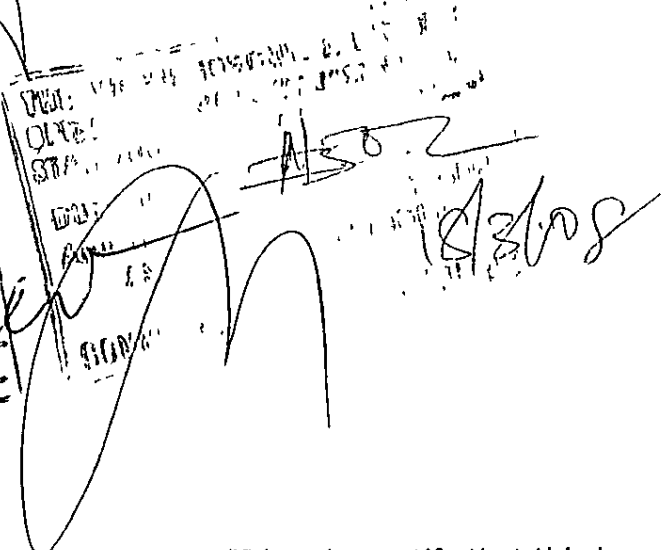
Witness to the above signatures:

Name Deji Soneye

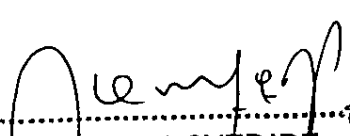
Address 174B Murtala Muhammed Way, Adekunle, Yaba, Lagos

Occupation Legal Practitioner

Signature

"I hereby certify that this is a true copy of the original"

  
OLUFEMI OYEDIPE  
SOLICITOR

Femi Oyedipe  
Solicitor

Date 17/2/08



**CORPORATE AFFAIRS COMMISSION**  
**FEDERAL REPUBLIC OF NIGERIA**

# Certificate of Incorporation

*I hereby certify that*

**APICE GROUP LIMITED**

*is this day incorporated under the COMPANIES AND ALLIED MATTERS  
ACT 1990 and that the Company is Limited By Shares.*

*Given under my hand at Abuja this Twenty-Third day of May,  
2008*

"I hereby certify that this is a  
true copy of the original"

.....  
Femi Oyedipe  
Secretary

.....  
Date: 25/5/08



**A ALMUSTAPHA**  
Registrar - General

182303



SIERRA LEONE

No. Q811

No. C.F. 329/2010

FORM A

NO. 5 OF 2009

THE COMPANIES ACT, CAP. 240

# CERTIFICATE OF INCORPORATION

I hereby certify that **APICE GROUP (SL) Limited**

is this day incorporated under the above-named Act and that the Company is limited

GIVEN under my hand this 30th day of APR 2010



I hereby certify that this is a true copy of the original

Registrar General

Semi Oyedipe

Date 17/5/10

NO...282151...



**CORPORATE AFFAIRS COMMISSION  
FEDERAL REPUBLIC OF NIGERIA**

**Certificate of Incorporation**

**I HEREBY CERTIFY that**

... **APICE INVESTMENTS LIMITED** ...

is this day incorporated under the COMPANIES AND ALLIED MATTERS  
ACT 1990 and that the Company is Limited by Shares

Given under my hand at Abuja this.....4<sup>TH</sup>.....day of  
OCTOBER,.....one thousand Nine Hundred and ...NINETY-FIVE

"I hereby certify that this is a  
true copy of the original"

Femi Oyedipe  
Belletier

Date...17/10/2010

Fees and Deed Stamps ₦ 3,100.00K

Stamp Duty on Capital ₦ 12,500.00K

U. F. ABDULLAH.

Registrar-General



CORPORATE AFFAIRS COMMISSION  
FEDERAL REPUBLIC OF NIGERIA

# Certificate of Incorporation

*Whereby certify that*

LOQUITO COMPANY LIMITED

*is this day incorporated under the COMPANIES AND ALLIED MATTERS  
ACT 1990 and that the Company is Limited (By Shares).*

*Given under my hand at Abuja this Seventh day of February,  
2008*

"I hereby certify that this is a  
true copy of the original"

Femi Oyedipo  
Deputy Registrar

Date: 17/2/2008

A. ALMUSTAPHA  
Registrar - General



No. RC.132,532



FEDERAL REPUBLIC OF NIGERIA

# Certificate of Incorporation

I HEREBY CERTIFY that

KOTAM WORLDWIDE INVESTMENTS LIMITED

is this day Incorporated under the Companies Act 1968 and that the Company is Limited.

Given under my hand at Abuja this..... 9TH .....day of

JUNE . One thousand Nine Hundred and... EIGHTY-NINE

"I hereby certify that this is a true copy of the original"

Fees and Deed Stamps ₦ 211,000

Femi Oyedipe  
Solicitor

Date: 17/5/2010

Stamp Duty on Capital ₦ 750,000

U. C. BUR-ISA  
Registrar of Companies



**CORPORATE AFFAIRS COMMISSION**  
**FEDERAL REPUBLIC OF NIGERIA**

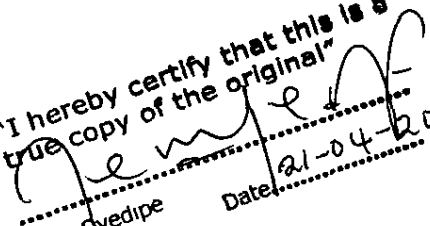
# Certificate of Incorporation

*I hereby certify that*

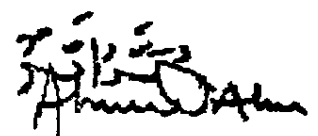
**APICE GROUP LIMITED**

*is this day incorporated under the COMPANIES AND ALLIED MATTERS ACT 1990 and that the Company is Limited By Shares.*

*Given under my hand at Abuja this Twenty-Third day of May, 2008*

*"I hereby certify that this is a true copy of the original"*  
  
Femi Oyedipe  
Solicitor  
Date: 21-04-2010

**Atlantic Solicitors**  
4th Floor, Exchange House  
494 Midsummer Blvd, Milton Keynes MK9 2EA  
Tel +44 (0)1908 255 560 Fax +44 (0)1908 255 571  
Email admin@atlanticsolicitors.com  
Website www.atlanticsolicitors.com



**A. ALMUSTAPHA**  
Registrar - General

182303

YABA OFFICE  
₦ 500:00

# CORPORATE AFFAIRS COMMISSION

(Established Under The Companies And Allied Matters Act 1990)

2000 FEB 19 A 10 05



0057552

(PLOT 565, NDOLA SQUARE, WUSE ZONE 5, ABUJA)

FORM CAC 7

## PARTICULARS OF DIRECTORS OR ANY CHANGE THEREIN

Pursuant to Section 292(4)

5.1.2

RC NO

NAME OF COMPANY

APICE GROUP LIMITED

### PARTICULARS OF DIRECTORS

Surname	OGUNDE			
Other Names	KOLA			
Nationality	NIGERIAN	Age	ADULT	Years
Residential Address (in case of a corporation the registered or principal office)	1 FEMI SHOBOWALE STREET ANTHONY VILLAGE			
City	IKERJA	State	LAGOS	
Remarks	APPOINTED	RE-APPOINTED	RESIGNED	REMOVED

I consent to be a Director of the company

Signature

Date 12/3/08

Surname	OGUNDE			
Other Names	OLUSOLA			
Nationality	NIGERIAN	Age	ADULT	Years
Residential Address (in case of a corporation the registered or principal office)	1 FEMI SHOBOWALE STREET ANTHONY VILLAGE			
City	IKERJA	State	LAGOS	
Remarks	APPOINTED	RE-APPOINTED	RESIGNED	REMOVED

I consent to be a Director of the company

Signature

Date 12/3/08

Surname				
Other Names				
Nationality		Age		Years
Residential Address (in case of a corporation the registered or principal office)				
City		State		
Remarks	APPOINTED	RE-APPOINTED	RESIGNED	REMOVED

I consent to be a Director of the company

Signature

Date

5.2.2

Surname			
Other Names			
Nationality		Age	Years
Residential Address (in case of a corporation the registered or principal office)			
City		State	
Remarks	APPOINTED	RE-APPOINTED	RESIGNED

I consent to be a Director of the company

Signature \_\_\_\_\_ Date: \_\_\_\_\_

Surname			
Other Names			
Nationality		Age	Years
Residential Address (in case of a corporation the registered or principal office)			
City		State	
Remarks	APPOINTED	RE-APPOINTED	RESIGNED

I consent to be a Director of the company

Signature \_\_\_\_\_ Date: \_\_\_\_\_

**Note:**

"Directors include any person who occupies the position of a director by whatsoever name called. A body corporate should be represented by a natural person, this should be indicated. The name of the body corporate should be written in space provided for surname while the name of the natural person is given in the spaces provided for other names. The nationality and the residential address and signature of the natural person is thereafter provided in the space required"

Dated 12<sup>th</sup> day of MARCH 2007
  
 Director

Corporate Affairs Commission  
**Certified True Copy**  
 06 JAN 2010

  
 Director
**Note:**

If the space provided in the forms is insufficient, particulars of other Directors should be listed on the particulars of Directors continuation sheet attached to this form

Name \_\_\_\_\_  
 Designation \_\_\_\_\_  
 Signature \_\_\_\_\_

**Presented for filing by:**

NAME:	Jogan Greg	ACCR. NO.	NBA/ND/10575
ADDRESS:	322/23 Nsiti Plaza, Nuse II	E-MAIL:	
TELEPHONE NO:	08054633184	DATE:	12/3/08

**IMPORTANT**

All names of Directors should be provided in full Abbreviation or initials are not acceptable

# CORPORATE AFFAIRS COMMISSION

(Established Under The Companies And Allied Matters Act 1990)

PLOT 565, NDOLA SQUARE, WUSE ZONE 5, ABUJA



FORM CAC 2

## STATEMENT OF SHARE CAPITAL AND RETURN OF ALLOTMENT OF SHARES

Pursuant to section 35(2)(b) & 129

DUE OF  
AND THE  
ASSOCIATED

COMMISSIONER

### A. STATEMENT OF SHARE CAPITAL

THE NOMINAL SHARE CAPITAL OF THE ABOVE NAMED COMPANY IS

ONE MILLION

AMOUNT IN WORDS

DIVIDED INTO

1,000,000

OF N

1.00

EACH

### B. RETURN OF ALLOTMENT OF SHARES

Number of shares allotted payable in cash

Nominal amount of shares so allotted

Amount paid or due and payable on each share

Number of shares allotted for consideration other than

Amount to be treated as paid on each share

The consideration for which shares have been allotted follows

DOCUMENT ASSESSED BY

NAME

DATE

SIGNATURE

Corporate Affairs Commission

VERIFICATION

19 MAY 2008

Certified True Copy

06 JAN 2010

Dated this

21<sup>st</sup>

Name

Designation

Signature

day of

200

Director

202

NAME AND ADDRESS OF SHAREHOLDERS				No of shares allotted	Type of shares
1					
Name	OGUNDE KOLA			500,000	ORDINARY
Address	1, FEMI SHODOWALE STREET				
	ANTHONY VILLAGE				
City	IKEJA	State	LAGOS		

2

Name	OGUNDE OLUSOLA			500,000	ORDINARY
Address	1, FEMI SHODOWALE STREET				
City	IKEJA	State	LAGOS		

3

Name					
Address					
City		State			

4

Name					
Address					
City		State			

5

Name					
Address					
City		State			

6

Name					
Address					
City		State			

Corporate Affairs Commission  
**Certified True Copy**  
 08 JAN 2010  
 Name \_\_\_\_\_  
 Designation \_\_\_\_\_  
 Signature \_\_\_\_\_  
 SIGNATURE \_\_\_\_\_ (Director)

Presented for filing by

NAME	Joan Grey	ACCR NO	N13A/1000/10575
ADDRESS	822/23 NRI IF 1225, Wuse II	E-MAIL	
TELEPHONE NO	08054633184	DATE	21/2/08

**APICE GROUP LIMITED**

**(RC. 749,127)**

**STATEMENTS OF ACCOUNT**

**FOR THE PERIOD ENDED**

**31<sup>ST</sup> JULY 2009**



**Olufemi Jaiyesimi & Co.**  
(Chartered Accountants)

APICE GROUP LIMITED

(RC.749127)

STATEMENTS OF ACCOUNT

FOR THE PERIOD ENDED

31ST JULY 2009

OLUFEMI JAIYESIMI AND COMPANY,  
(Chartered Accountants),  
NIGERIA.



**APICE GROUP LIMITED****2008/2009 FINANCIAL STATEMENTS****TABLE OF CONTENTS**

<b>CONTENT</b>	<b>PAGE</b>
Corporate information	3
Directors report	4
Auditors report	5
Accounting policies	6
Balance sheet	7
Profit and loss accounts (summary)	8
Cash flow statements	9
Notes to the Accounts	10
Value added statement	13
Profit and loss accounts (detailed)	14

**APICE GROUP LIMITED****DIRECTORS AND OFFICERS**

**DIRECTORS:** Mr. Kola Ogunde - Chairman  
Mrs. Sola Ogunde - Managing Director

**REGISTERED OFFICE:** Shekinah House,  
1, Femi Shobowale Street,  
Anthony Village,  
Lagos.

**COMPANY SECRETARY\  
LEGAL ADVISER:** Soneye & Oyediran & Co.,  
(Attorneys at law),  
First Assurance House,  
174B Murtala Mohammed way,  
Adekunle, Yaba,  
Lagos.

**AUDITORS:** Olufemi Jaiyesimi and Company,  
(Chartered Accountants),  
16, Ogunsefunmi Street,  
Anifowoshe, IKEJA,  
Lagos.

**FINANCIAL INSTITUTIONS:** Fidelity Bank Plc.  
Access Bank Plc  
Union Bank of Nigeria Plc.  
Zenith Bank Plc  
Platinum Habib Bank Plc.  
Intercontinental Bank Plc.  
Amalgamate Bank, Accra, Ghana

**APICE GROUP LIMITED****DIRECTORS**

Mr Kola Ogunde - Chairman  
 Mrs. Sola Ogunde - Managing Director

**REPORT OF THE DIRECTORS**

The Directors are pleased to submit to the members their report together with the audited statements of account for the period since incorporation to 31st July 2009.

**1. INCORPORATION**

The Company was incorporated on 23<sup>rd</sup> May 2008 with registration number RC 749127 and commenced business on 2<sup>nd</sup> January 2009.

**2. PRINCIPAL ACTIVITIES**

The principal activities of the Company that of General Merchandise and investment.

**3. RESULT FOR THE PERIOD**

Profit before taxation	N30,091,006
Taxation	(10,000,000)
	-----
Profit after taxation	20,091,006
Profit brought forward	-
	-----
Retained profit carried forward	N20,091,006
	=====

**4. STATE OF AFFAIRS**

In the opinion of the Directors, the state of the Company's affairs is satisfactory and there has been no material change since the balance sheet date.

BY ORDER OF THE BOARD.

  
 SONEYE & OYEDIRAN & CO  
 Company Secretaries

Lagos, NIGERIA.

, 2009.

O A JAIYESIMI, FCA



**Olufemi Jaiyesimi & Co.**  
(Chartered Accountants)

Office 16 Ogunsefunmi Street,  
Off Abeokuta Str Behind AP Station on  
Oba Akran Avenue Anifowoshe IKEJA  
Lagos Nigeria  
Telephone 01-7730246 D/L 7764772 0802-302-1971  
Fax No  
E mail ojcconsulting@yahoo.com  
Postal P O Box 3882 Oshodi Lagos Nigeria

## REPORT OF THE AUDITORS

### TO THE SHAREHOLDERS OF

### APICE GROUP LIMITED

We have examined the foregoing balance sheet and the annexed profit and loss account which have been prepared under the historical cost convention and on the significant accounting policies set out on page 6

The Company's Directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

We conducted our audit in accordance with generally accepted auditing standards. An audit includes examination on a test basis of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant accounting estimates and judgements made by the Directors in the preparation of the accounts and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide sufficient evidence to give reasonable assurance that the accounts are free from material misstatements. In forming our opinion, we also evaluate the overall adequacy of the presentation of information in the accounts.

In our opinion, the financial statements give respectively, a true and fair view of the state of the Company's affairs as at 31st July 2009 and of the profit and cash flow statement for the year ended on that date and have been properly prepared in accordance with the Companies and Allied Matters Decree, 1990.

*Olufemi Jaiyesimi & Co*  
**OLUFEMI JAIYESIMI & CO**  
Chartered Accountants.



Lagos, NIGERIA.

, 2009.

## APICE GROUP LIMITED

### ACCOUNTING POLICIES

#### FOR THE PERIOD ENDED 31ST JULY 2009

#### **Basis of preparation of financial statements**

1. **Basis of accounting**  
These accounts have been prepared under the historical cost convention.
  
2. **Turnover**  
Turnover represents the value of goods supplied to customers less returns, trade discount and other rebates.
  
3. **Fixed assets**  
Fixed assets are stated at cost less accumulated depreciation thereon.
  
4. **Depreciation**  
Depreciation is charged when the asset is brought into use and is calculated on fixed assets so as to write-off the cost of the assets in equal instalments over their estimated useful lives at following annual rates:
 

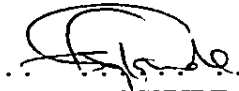
Motor vehicles	- 20% per annum
Computers	- 20% " "
Office Furniture and equipment	- 20% " "
Generator	- 20% " "
  
5. **Stocks**  
Stocks are valued at the lower of cost and net realisable value with cost being determined on the basis of first in first out.
  
6. **Debtors**  
Debtors are stated after providing for those debts which are considered doubtful of collection.
  
7. **Foreign currency transaction**  
Foreign currency transactions are converted into naira at the rate of exchange ruling at the transactions dates.
  
8. **Repairs and renewals**  
Normal maintenance and repairs are charged to revenue during the period to which they relate.

**APICE GROUP LIMITED****BALANCE SHEET AS AT 31ST JULY 2009**

<b><u>ASSETS EMPLOYED:</u></b>	<b><u>Notes</u></b>	<b><u>2009</u></b>
<b>FIXED ASSETS</b>	1	N2,823,231
<b>INVESTMENTS</b>	2	13,466,709
<b>CURRENT ASSETS:</b>		
Stocks and G.I.T	3	N221,079,729
Trade debtors		84,574,285
Sundry debtors & prepayments	4	4,516,255
Cash & bank balances	5	38,115,566
		-----
		348,285,835
		-----
<b>Less: CURRENT LIABILITIES</b>		
Trade creditors		114,657,908
Sundry creditors & accruals	6	12,451,484
Taxation	7	10,000,000
		-----
		137,109,392
		-----
<b>NET CURRENT ASSETS</b>		211,176,443
		-----
		N227,466,383
		=====
<b><u>CAPITAL AND RESERVES:</u></b>		
SHARE CAPITAL	8	N1,000,000
DEPOSIT FOR SHARES	9	206,375,377
PROFIT AND LOSS ACCOUNT		20,091,006
		-----
		N227,466,383
		=====

.....  
  
 MR. KOLA OGUNDE

} DIRECTORS

.....  
  
 MRS. SOLA OGUNDE

The accounting policies on page 6 and the notes on pages 10-13 form an integral part of these accounts.

**APICE GROUP LIMITED****PROFIT AND LOSS ACCOUNT**  
**FOR THE PERIOD ENDED 31ST JULY 2009**

	<u>Notes</u>	<u>2009</u>
<b>TURNOVER</b>	10	N315,584,482
Cost of sales		(246,688,362)
		-----
<b>Gross margin</b>	11	68,896,120
Administration cost		(38,805,114)
		-----
<b>Trading profit</b>		30,091,006
Sundry income		-
		-----
<b>Profit before taxation</b>	12	30,091,006
Taxation		(10,000,000)
		-----
<b>Profit after taxation</b>		20,091,006
Profit brought forward		-
		-----
<b>Retained profit carried forward</b>		N20,091,006
		=====
Earnings per share (kobo)		2,009.1k
		=====
Dividend per share (Kobo)		0.00k
		=====

The accounting policies on page 6 and the notes on pages 10-13 form an integral part of these accounts.

**APICE GROUP LIMITED****CASH FLOW STATEMENT****FOR THE PERIOD ENDED 31ST JULY 2009****CASH FLOW FROM OPERATING ACTIVITIES****2009**

Profit before taxation N30,091,006

**ADJUSTMENT FOR ITEMS NOT****INVOLVING THE MOVEMENT OF FUNDS:**

Depreciation N1,127,921

Prior year adjustment -

----- 1,127,921

**OPERATING PROFIT BEFORE****CHANGES IN WORKING CAPITAL**

Increase in stock N(221,079,729)

Increase in trade debtors (84,574,285)

Increase in sundry  
debtors and prepayments (4,516,255)Increase\ (Decrease) in  
trade creditors 114,657,908(Decrease)\ Increase in sundry  
creditors and accruals 12,451,484

----- (183,060,877)

**CASH FLOW FROM OPERATING ACTIVITIES**

----- (151,841,950)

**RETURNS ON INVESTMENT AND SERVICE OF FINANCE**

Taxation paid -

**CASH FLOW FROM INVESTING ACTIVITIES**

Purchase of fixed assets (3,951,153)

Sales proceed from assets disposal -

Purchase of investments (13,466,709)

----- (169,259,812)

**FINANCING ACTIVITIES:**

Share capital 1,000,000

Deposit for shares 206,375,377

**NET INCREASE IN LIQUID FUNDS**

----- 38,115,566

**OPENING BALANCE CASH AND BANK**

-

**CLOSING BALANCE CASH AND BANK**

----- N38,115,566

=====

**REPRESENTED BY:**

CASH AND BANK BALANCES

N38,115,566

BANK OVERDRAFT

-

----- N38,115,566

=====



**APICE GROUP LIMITED****NOTES ON THE ACCOUNTS  
FOR THE PERIOD ENDED 31ST JULY 2009****1. FIXED ASSETS**

Fixed assets as at the balance sheet date were made up as follows:

<u>Cost/Valuation</u>	<u>Motor Vehicles</u>	<u>Computers</u>	<u>Generators</u>	<u>Equipment, Furniture and Fittings</u>	<u>Total</u>
At 1st January 2009	N -	N -	N -	N -	N -
Additions	864,618	158,476	1,133,329	2,094,730	3,951,153
Disposal	-	-	-	-	-
At 31st July 2009	864,618	158,476	1,133,329	2,094,730	3,951,153
<u>Depreciation</u>					
At 1st January 2009	N -	N -	N -	N -	N -
Charge for the year	467,848	21,385	330,523	308,166	1,127,922
Disposal	-	-	-	-	-
At 31st July 2009	467,848	21,385	330,523	308,166	2,823,231
<u>Net book value</u>					
At 31st July 2009	<u>N396,770</u>	<u>N137,091</u>	<u>N802,806</u>	<u>N1,786,564</u>	<u>N2,823,231</u>

**2. INVESTMENTS**

	<u>Quoted Shares</u>	<u>Unquoted Shares</u>	<u>Others</u>	<u>Total</u>
Balance brought forward	N -	N -	N -	-
Addition during the year	9,923,209	3,543,500	-	13,466,709
Disposal during the year	-	-	-	-
Loss on Investment	-	-	-	-
Per balance sheet	<u>N9,923,209</u>	<u>N3,543,500</u>	<u>N -</u>	<u>N13,466,709</u>

**3. STOCK AND GOODS IN TRANSIT**

	<u>2009</u>
Stock - Components & spare parts-IT	N162,803,800
Goods in transit	58,275,929
Per balance sheet	<u>N221,079,729</u>

**4. SUNDRY DEBTORS AND PREPAYMENTS**

Sundry debtors	N -
Staff Loan	105,000
Prepayments	4,411,255
Per balance sheet	<u>N4,516,255</u>

**5. BANK AND CASH BALANCES**

Cash at bank	N34,799,772
Cash in hand	3,315,794
Per balance sheet	<u>N38,115,566</u>

6. **SUNDRY CREDITORS AND ACCRUALS****2009**

Sundry creditors	N206,414
Accruals	12,245,070
	-----
Per balance sheet	N12,451,484
	=====

7. **TAXATION**

Balance as at 1st January	N -
Provision for the year	10,000,000
	-----
	10,000,000
Payment during the year	-
	-----
Per balance sheet	N10,000,000
	=====

8. **SHARE CAPITAL**

Authorised, issued and fully paid· 1,000,000 ordinary shares of N1.00 each	N1,000,000
	=====

9. **DEPOSIT FOR SHARES**

Balance brought forward	N -
Additional deposit	206,375,377
	-----
Per balance sheet	N206,375,377
	=====

This represent amount deposited by subscribers to the Company in anticipation of allotment of shares after approval have been obtained for the increase in the authorised share capital at the Corporate Affairs Commission.

10. **TURNOVER**

The breakdown is as follows.

Power Support Solution	N315,584,482
Spares, Projects & Materials Management	-
Petroleum Services, Food and Beverage	-
	-----
Per profit and loss account	N315,584,482
	=====

11. **GROSS PROFIT**

The breakdown is as follows:

Power Support Solution	N68,896,120
Spares, Projects & Materials Management	-
Petroleum Services, Food and Beverage	-
	-----
Per profit and loss account	N68,896,120
	=====

2009**12. PROFIT BEFORE TAXATION IS ARRIVED AT:**

After charging:

Directors' remuneration

Fees

N -

Salaries

-

-----

N -

Auditors' remuneration

2,000,000

Depreciation

1,127,921

=====

**13. CAPITAL COMMITMENTS**

There were no capital commitments at the balance sheet date

**14. CONTINGENT LIABILITIES**

There were no contingent liabilities at the balance sheet date

**15. COMPARATIVE FIGURES**

As ths is the first account there arr no comparative figures for the previous`year.

**APICE GROUP LIMITED****VALUE-ADDED STATEMENT FOR**  
**THE PERIOD ENDED 31ST JULY 2009**

	<u>2009</u>	%
		===
Turnover	N315,584,482	
Sundry Income	-	
	-----	
	315,584,482	
Less Bought-in-goods and services	(275,340,255)	
	-----	
<b>VALUE ADDED</b>	N40,244,227	100%
	=====	==

**APPLIED AS FOLLOWS:**

To pay Employees' wages, salaries and other benefits	N9,025,299	22.4%
To pay provider of capital:		
Interest on overdraft and loan	-	-
Dividend	-	-
To pay Government:		
Taxation	10,000,000	24.9
To provide for maintenance of Assets:		
Depreciation	1,127,922	2.8
Retained profit	20,091,006	49.9
	-----	----
	N40,244,227	100%
	=====	===

**APICE GROUP LIMITED****TRADING, PROFIT AND LOSS ACCOUNT**  
**FOR THE PERIOD ENDED 31ST JULY 2009****2009**

<b>TURNOVER</b>	<b>N315,584,482</b>
Less. Cost of Goods sold	(246,688,362)
<b>Gross margin</b>	<b>68,896,120</b>
Sundry income	-
<b>Gross profit</b>	<b>68,896,120</b>
<b>Less: OVERHEADS:</b>	
Salaries and wages	N9,025,299
Rent and rates	10,124,420
Electricity & Diesel	624,850
Printing and stationery	91,100
Postages and telephone	671,500
Medical expenses	324,656
Insurance	280,270
Vehicle maintenance	213,277
Transport and traveling	5,935,954
Entertainment & PR	59,600
Donation and subscription	2,009,600
Registration and licence	15,000
Training and development	1,967,088
Repairs and maintenance	653,650
Office sundry expenses	109,285
Newspaper and periodicals	55,000
General expenses	2,500
Security expenses	718,000
Miscellaneous expenses	899,170
Bank charges	636,973
Professional fees	1,260,000
Audit fees	2,000,000
Depreciation	1,127,922
	-----
	(38,805,114)
<b>NET PROFIT FOR THE PERIOD</b>	<b>N30,091,006</b>
	=====

O A JAIYESIMI, FCA



**Olufemi Jaiyesimi & Co.**  
(Chartered Accountants)

Office 16 Ogunsefunmi Street,  
Off Abeokuta Str Behind AP Station on  
Oba Akran Avenue Anifawoshe IKEJA  
Lagos Nigeria  
Telephone 01-7730246 D/L 7764772 0802-302-1971  
Fax No  
E-mail ojcconsulting@yahoo.com  
Postal P O Box 3882 Oshodi Lagos Nigeria

**Letter from the Auditors in respect of Statement of Affairs**

December 30, 2009

The Companies House,  
United Kingdom

Gentlemen,

**CONFIRMATION OF STATEMENTS OF AFFAIRS OF APICE GROUP LIMITED**

Base on our review of the financial information received from the Directors of the company, in our role as Auditors to the company, we confirm that the company was incorporated in 23<sup>rd</sup> of May 2008 and commenced business on 2<sup>nd</sup> January 2009 and the first set accounts to be prepared will be ending 31<sup>st</sup> December 2009

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Olufemi Jaiyesimi', written over a horizontal line.

**OLUFEMI JAIYESIMI AND COMPANY**

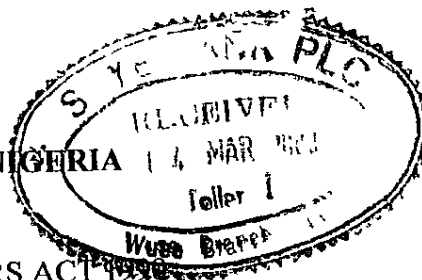
AG/3/09/2502

6.1.9

Certificate No

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT 1990



COMPANY LIMITED BY SHARES

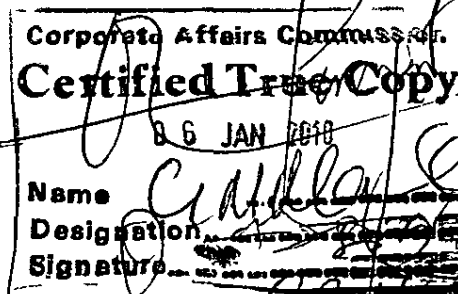
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

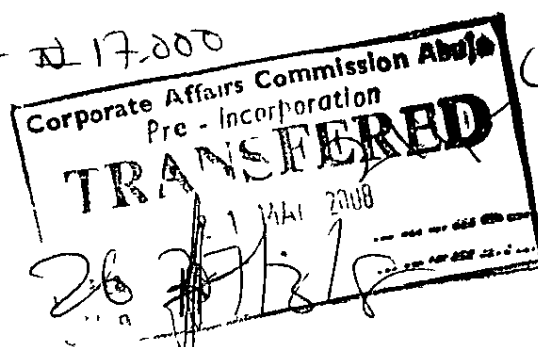
Apice Group Limited



Incorporated this day of February 2008

at B 0690786 of 21/5/08 for N17,000

2406



THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES & ALLIED MATTERS ACT, 1990

Memorandum Of Association

Of

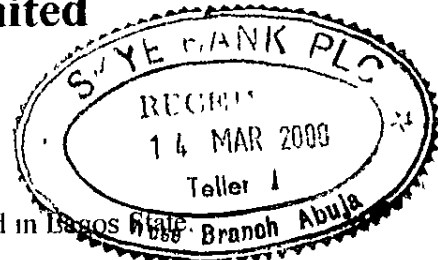
**Apice Group Limited**

1 The name of the Company is **Apice Group Limited**

2 The Registered Office of the Company will be situated in Lagos State

3 The objects for which the Company is established are

- a) To carry on the business of an investment company and for that purpose to buy, sell, mortgage, pledge, exchange and otherwise deal in the stock, shares, debentures, units of unit trust schemes, bonds, notes, obligations and securities of companies, corporations and bodies as principals and to promote issues of securities of all kinds and to raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any issue.
- b) To prosecute and execute directly or by contribution or other assistance any such or other works, undertakings, projects or enterprises in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable wherefrom, the company shall have invested money, embarked capital or engaged its credit and to transact business as capitalists, promoters, financial and monetary agents both in Nigeria and elsewhere
- c) To act as managers and to direct the management of the domains, of the property and estates of communes, corporations, Foundations, and of the persons either in the capacity of stewards or receivers, or that of lessors or tenants with power of advancing at a discount all or any of the accruing rent, royalties or incomes
- d) To finance and assist in financing the purchase or sale of goods, articles and commodities of all and every kind or description by way of purchase or deferred payment or similar transactions and to institute, enter into, carry out, subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever, to acquire and discount, hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as merchants, financiers, traders, commission agents or in any other capacity in any part

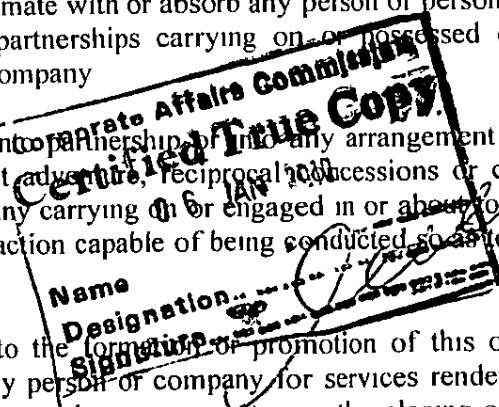


Corporate Affairs Commission  
Certified True Copy  
05 JAN 2010



of the world and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise

- e) To enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale and purchase and maintenance of goods, articles and commodities of all and every kind and description either by buying, selling, letting on hire, hire purchase or easy payment systems or by financing or assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of those purposes to purchase agreements, loans money, give guarantees or security or otherwise finance or assist all or such purposes on such terms and in such manner as may be desirable or expedient
- f) To carry on business as resource management consultants and advisers on problems relating to the administration and organisation of industry and business and to carry on all or any of the businesses of industrial and personnel consultants and to advise on the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services
- g) To trade generally and to import and export goods, raw materials and products of whatever description or nature and to carry on any other business which may seem to the company capable of being conveniently carry on in connection with the above or calculated directly or indirectly to enhance the value of, or render profitable any of the property or rights of the company
- h) To carry on business as importers, exporters, general merchants, manufacturers' representatives, general contractors, merchants, architects, building and civil engineering contractors, electrical installation contractors, manufacturers and suppliers of industrial machinery and equipment, finance and commodity brokers, stationery manufacturers and suppliers, commission agents, transporters, travel agents, general art designers, printers, estate developers and managers, developers and manufacturers of pharmaceutical goods, insurance brokers, all kinds of electronic manufacturers, clearing and forwarding agents and general engineering consultants
- i) To acquire and undertake the whole or any part of the business, property and liabilities of or unite and amalgamate with or absorb any person or persons, company or companies, partnership or partnerships carrying on or possessed of property suitable for the purpose of the Company
- j) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company
- k) To pay all expenses incident to the formation or promotion of this or any other company and to remunerate any person or company for services rendered or to be rendered in placing, or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or to the securities of the Company, or about the promotion formation or business of the Company



6.4.9

- l) To carry on all manner of physical and chemical tests and analysis and to carry operations of control, inspection, assessments, valuation, the study of qualitative and quantitative techniques for the accounts of third parties on all raw materials, processed, unprocessed, semi-finished or finished goods, products and materials as well as all tools, machines, equipment and installations of all kinds, petroleum products (whether refined or unrefined) and its bye-products
- m) To supply, design, construct, install and maintain computer systems and communication equipment, business systems and office and industrial equipment and machinery for any person, corporation or firm
- n) To supply any person, corporation, firm or entity with ideas, plans, strategy, ~~advice~~, information, statistics and all aids suited to assisting the exportation or importation of any goods, commodities or things whatsoever
- o) To carry on any or all of the businesses of general agents, exporters, importers and general merchants and to transact and carry on all kinds of agency business and in particular to act as buying, selling, distributing and holding agents for manufacturers and distributors of all sorts of goods and produce, trading concerns and firms of exporters and importers
- p) To engage generally in the business of general contractors, suppliers, merchants, importers and exporters, manufacturers' agents and representatives, and commission agents for types of goods and services of all descriptions, estate developers and planners, agriculturists, providers of all forms of energy, land, sea and space transporters, and to private and public institutions and individuals.
- q) To and assist in the sale of goods, articles and commodities of all and every kind or description by way of hire-purchase or deferred payment or similar transactions and to institute, enter into and carry on, subsidise or assist in subsidising or the sale and/or upkeep and maintenance of any good, articles or commodities of all and every kind and description and upon any terms whatsoever, to acquire hire-purchase or other agreements or any rights whatsoever thereunder (whether proprietary or contractual) and generally to carry on business and to act as merchants, traders, commission agents or in any other capacity in any part of the world and to import, export, buy sell, barter, exchange, pledge, make advances, own or otherwise deal in goods, produce, articles and merchandise
- r) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above business of the company, or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account and property, real or personal belonging to the Company or in which the Company may be interested
- s) To do all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company

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 06 JAN 2010



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 Designation: \_\_\_\_\_  
 Signature: \_\_\_\_\_

- t) To do all or any of the above things in any part of the world either alone or in conjunction with other either as principal, agents, contractors, trustees or otherwise and either by or through agents and sub-contractors

AND IT IS HEREBY DECLARED THAT the objects specified in each paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be restricted or limited by reference to or influence from the terms of any other paragraph, but may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company

- 4 The Company is a private company
- 5 The liability of the members is limited by shares

The authorised share capital of the company is ₦1,000,000 00 (one million naira) divided into 1,000,000 ordinary shares of ₦1 00 each We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

Names, Addresses And Description of Subscribers	No. Of Shares Taken By Each Subscribers	Signatures
Mr Kola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)	500,000	
Mr Olusola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)	500,000	

Dated the . . . . .

Witness to the above signatures

Name

Deji Soney Esq.

Address

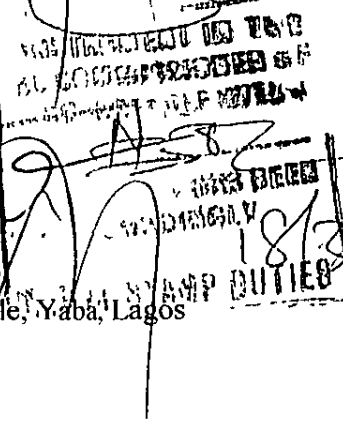
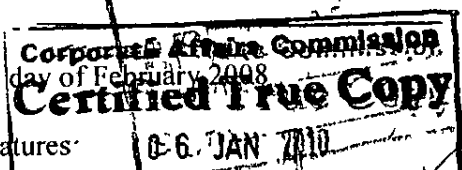
Soney Esq. (Solicitor-at-law)  
174B Murtala Muhammed Way, Adekunle, Yaba, Lagos

Occupation

Legal Practitioner

Signature





THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES & ALLIED MATTERS ACT, 1990

Articles Of Association  
Of  
Apice Group Limited

Definitions

- 1 a) In these Articles, "Act" means the Companies and Allied Matters Act, 1990, and
- b) Unless the context otherwise admits, words or phrases defined in the Act shall have the same meanings respectively in these Articles

Classes Of Shares

- 2 The company may from time to time issue classes of shares It shall be the responsibility of the Directors to determine the classes of shares to be issued All the right or restrictions attached to each particular class of shares shall be specified in the term of issue but such rights may at any time be varied in accordance with the provisions of Section 141 of the Act

Restriction On Transfer Of Shares

- 3 The Directors may, in their absolute discretion and without assigning any reason, refuse to register transfer of any share, whether or not it is a fully paid share.

Pre-Emptive Rights Of Shareholders

- 4 The company shall not allot any new or un-issued shares unless the same are offered in the first instance to all the shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be to their existing holdings
- 5 The offer to existing shareholders shall be by notice specifying the number of shares to which the shareholder is entitled to subscribe and limiting a time, not less than twenty eight (28) days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined On receipt of an intimation from the shareholder that he declines to accept the shares offered or after the expiration of the stipulated time as the case may be the Board of Directors may, subject to the terms of any resolution of the

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8/8 JAN 2010  
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Designation: \_\_\_\_\_  
Signature: \_\_\_\_\_

company, dispose of the shares at a price not less than that specified in the offer, in such manner as they think most beneficial to the company

- 6 Articles 4 and 5 above may be altered only with or amended only with the concurring votes of members holding not less than seventy-five per-centum (75%) of the issued shares for the time being of the Company

#### Commission & Brokerage

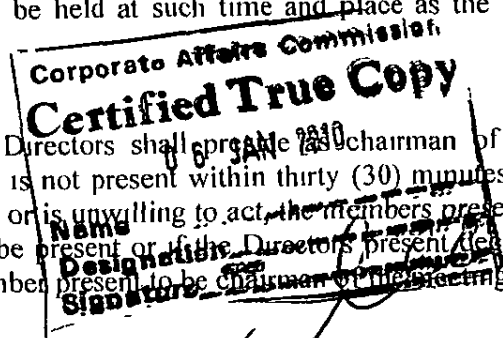
- 7 The company may exercise the powers of paying commissions conferred by Section 131 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or in one way and partly in the other
- 8 The company may also on any issue of shares pay such brokerage as may be lawful

#### Alteration Of Capital

- 9 The Company may from time to time by ordinary resolution effect an alteration of its share capital in any of the ways set out in Section 100 of the Act
- 10 Subject to the provisions of the Act on reduction of capital, the company may whenever it considers it expedient to do so, by special resolution reduce its share capital, any capital redemption fund or any share premium account

#### Meetings

- 11 The annual general meeting shall be held at such time and place as the Directors shall appoint
- 12 The Chairman of the Board of Directors shall preside as chairman of every general meeting of the company, or if he is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall choose some Director or if no Directors be present or if the Directors present decline to take the chair, they shall choose some member present to be chairman of the meeting
- 13 The quorum necessary for a general meeting or Class Meeting of the company shall be two members holding or representing at least fifty-one per-centum (51%) of the issued share capital for the time being of the company or of the Class concerned



### Voting

14. No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid

### Directors

15. Unless otherwise determined by the Company in general meeting, the number of Directors shall not exceed five (4)
16. Decisions of the Directors on allotment, budget, and employment of principal staff shall be effective only if supported by the affirmative vote of the Directors holding not less than seventy five per-centum (75%) of the issued shares for the time being of the Company
17. The quorum necessary for the transaction of the business of the Directors may be fixed by the directors and unless so fixed shall be two (2)
18. The Directors may exercise all such powers of the company as are not by these Articles or the Act required to be exercised by the company in general meeting

### The Seal

19. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be signed by a Director, and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose



### Notices

20. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Nigeria) to the address, if any, within Nigeria supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of seven (7) days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post

**Corporate Affairs Commission**  
**Notarised True Copy**  
06 JAN 2010

Name	.....
Designation	.....
Signature	.....

6.9.9

Names, Addresses And Descriptions Of Subscribers	Signatures
<p>Mr Kola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)</p> <p>Mr Olusola Ogunde 1, Femi Shobowale Street Anthony Village Lagos State (Chartered Accountant)</p>	  

Dated this    day of February 2008

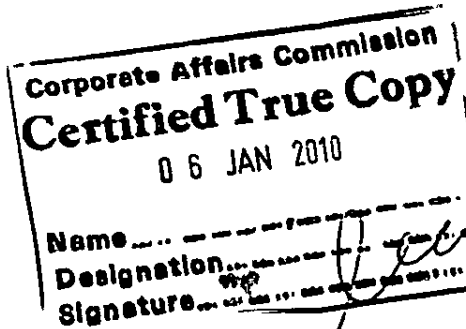
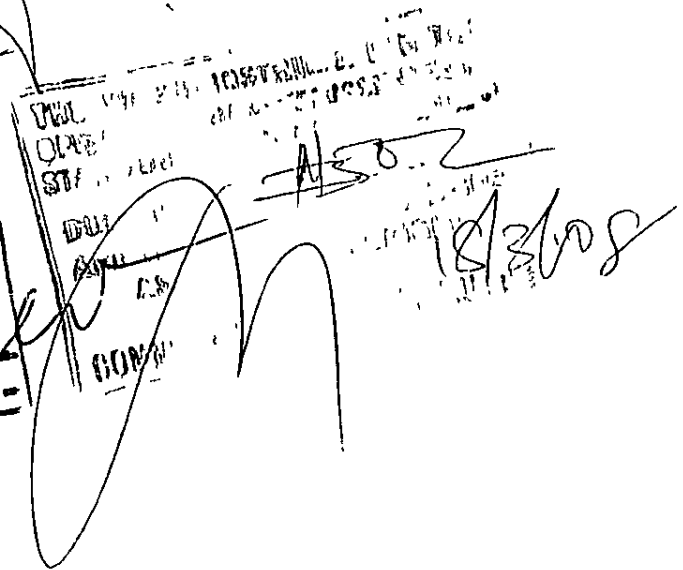
Witness to the above signatures

Name            Deji Soneye

Address        174B Murtala Muhammed Way, Adekunle, Yaba, Lagos

Occupation    Legal Practitioner

Signature



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029624

UK Establishment No. BR014606

The Registrar of Companies hereby certifies that .

**APICE VENTURES LIMITED**

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

Given at Companies House on **28th May 2010.**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES