



FILE COPY

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

Company No. 6515867

The Registrar of Companies for England and Wales hereby certifies that

AAMIL (UK) LIMITED

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

Given at Companies House on **27th February 2008**



N06515867P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

6513867

Company Name in full

AAMIL (UK) LIMITED

I, THOMAS RORY ST JOHN MEADOWS

of 28 ELY PLACE (3RD FLOOR), LONDON, EC1N 6AA

† Please delete as appropriate

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

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

Declarant's signature

T. Meadows

Declared at Stone King, Solicitors, 28 Ely Place (4th Floor), London, EC1N 6TD

Day Month Year

On 26 02 2008

● Please print name

before me ●

MARTHA JANE IRELAND BURNIGE

Signed

Martha Burnige

Date

26/2/08

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

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

MT T MEADOWS

28 ELY PLACE (3RD FLOOR), LONDON, EC1N 6AA

Tel 020 7269 9700

DX number

DX exchange

Companies House receipt date barcode

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

Form revised 10/03

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

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

or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House
for the record

10

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

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

6515867

Company Name in full

AAMIL (UK) LIMITED

Proposed Registered Office

28 ELY PLACE

(PO Box numbers only, are not acceptable)

3RD FLOOR

Post town

LONDON

County / Region

Postcode

EC1N 6TD

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

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

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

MR T MEADOWS, 28 ELY PLACE (3RD FLOOR), LONDON, EC1N 6AA

Tel 020 7269 9700

DX number

DX exchange

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		AAMIL (UK) LIMITED	
NAME	*Style / Title	*Honours etc	
Forename(s)		HAYDN CALVIN	
Surname		WOOD	
Previous forename(s)			
Previous surname(s)			
Address **		34 HANSELLS MEAD	
Post town		ROYDON	
County / Region		ESSEX	Postcode CM19 5HZ
Country		UK	

* Voluntary details

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

☐

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

Consent signature

Date

26/2/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		THOMAS RORY ST JOHN	
Surname		MEADOWS	
Previous forename(s)			
Previous surname(s)			
Address **		15 MARLBOROUGH GATE	
Post town		ST ALBANS	
County / Region		HERTFORDSHIRE	Postcode AL1 3TX
Country		UK	

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

☐

Day Month Year

Date of birth

1 8 1 1 1 9 6 1

Nationality BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

PER SCHEDULE ATTACHED

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

Consent signature

Date

26/2/2008

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

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

Post town

County / Region

Postcode

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

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

Signed

Signed

Signed

Signed

Signed

Signed

Signed

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Thomas Rory St John Meadows
AAMIL Limited - Other Directorships

- Muls Limited
- Nils Taube Limited
- Cato Stonex Limited
- Bond & Haynes Limited
- Degree Zero Limited
- Blueshed co uk Limited
- The American Trading Company Limited
- The American Trading Company (Holdings) Limited
- Citrina Foundation (UK) Limited
- Hillsmead Nominees
- Steele Robertson Limited
- Intwood Farms Limited
- Unthank Farms Limited
- Intwood Enterprises Limited
- Benekay Europe Limited
- Benekay & Benekay Limited
- Technical Sales International Limited

706625/50



THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

6513867

AAMIL (UK) LIMITED

- 1 The name of the company is AAMIL (UK) Limited
- 2 The registered office of the company is to be situated in England and Wales
- 3 The objects for which the company is established are
 - 3.1 to carry on any business or activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company or may seem to the directors calculated directly or indirectly to benefit the company,
 - 3.2 to pay all costs, charges and expenses incurred in connection with the promotion and establishment of the company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery,
 - 3.3 to employ brokers, commission agents and underwriters upon any issue of shares, debentures or other securities of the company and to provide for the remuneration for their services in cash, or by the issue of shares, debentures or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law,
 - 3.4 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business,
 - 3.5 to purchase, take on lease or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the company,
 - 3.6 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the company,



- 3.7** to apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, and to grant licences to use the same,
- 3.8** to manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description,
- 3.9** to let on lease or on hire the whole or any part of the real and personal property of the company on such terms as the company may determine,
- 3.10** to issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and under-writing in respect of any such issue,
- 3.11** to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein,
- 3.12** to draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments,
- 3.13** to receive money on deposit at interest or otherwise,
- 3.14** to lend or procure the advance of money with or without security,
- 3.15** to invest the money of the company in such manner as may be determined,
- 3.16** to acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking,
- 3.17** to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same,
- 3.18** to provide for the welfare of persons in or formerly in the employment of the company or its predecessors in business, and the dependants of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise, and to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the company by reason of the nature or locality of its operations or otherwise,
- 3.19** to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of this company,

- 3.20** to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company,
- 3.21** to acquire controlling or other interests in any companies, and to subsidise any company in which this company may be interested,
- 3.22** to sell, dispose of, or transfer the business, property and undertaking of the company, or any part thereof, for any consideration,
- 3.23** to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company,
- 3.24** to undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body,
- 3.25** to undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission,
- 3.26** to do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents,
- 3.27** generally to do all such other things as may appear to the company to be incidental or conducive to the attainment of the above objects or any of them,
- 3.28** the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company

4 The liability of the members is limited to the amount (if any) unpaid on the shares held by them

5 The share capital of the company is £ 1,000,000 divided into 1,000,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

I, the person whose name and address is subscribed, wish to be formed into a company in pursuance of this memorandum of association, and I agree to take the number of shares in the capital of the company set opposite to my name

Names and addresses of subscriber

THOMAS RORY ST JOHN MEADOWS
15 MARLBOROUGH GATE
ST ALBANS
AL1 3TX

1

(signature of subscriber)



DATED this 26th day of February 2008

WITNESS to the above signature



NAME HAYDN WOOD
ADDRESS 34 HANSELLS MEAD
ROTON
ESSEX CM19 5HZ

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
Of
AAMIL (UK) LIMITED

1 Preliminary

1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles

1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined

2 Share capital

2.1 The original share capital of the company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each

2.2 The shares of the company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who shall have general and unconditional authority unlimited to grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think fit said only that such authority will expire on the date which is the fifth anniversary of the date of incorporation of the Company unless renewed, varied or re-

voked by the Company in general meeting in accordance with section 80 or section 80A of the Companies Act 1985

2.3 Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to paragraph 2.2 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may allot or otherwise dispose of the same to such persons and on such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided

2.4 The general authority conferred by paragraph 2.2 shall be conditional upon due compliance with paragraph 2.3 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation or as varied at any time thereafter

2.5 In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'

2.6 By virtue of section 91(1) of the Companies Act 1985 the provisions of Section 89(1) and 90(1) to 90(6) inclusive of the said Act do not apply to the Company

3 Lien and forfeiture

3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article

3.2 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property attributable to it', and the same words shall be substituted in regulation 19 for the words 'all dividends or other moneys payable in respect of the forfeited shares'

4 Transfer of shares

4.1 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

5 Alteration of capital

5.1 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'

5.2 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

6 Votes of members

6.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'

6.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'

7 General Meetings

In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence regulation 59 of Table A shall not apply to the Company.

8 Appointment and retirement of directors

8.1 In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the office'

8.2 Regulations 73 to 78 inclusive of Table A shall not apply to the company, and in the second sentence of regulation 79 the words following 'annual general meeting' shall be omitted.

8.3 The Company shall not be subject to section 293 of the Companies Act 1985. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

9 Remuneration of directors

In regulation 82 of Table A there shall be inserted after the words 'such remuneration' the words 'for their services as such', and at the end of that regulation the sentence 'A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office'

10 Directors' appointments

10.1 In regulation 84 of Table A there shall be inserted in the third sentence after the words 'shall terminate' the parenthesis '(unless the terms of his appointment otherwise provide)'

10.2 Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum. The minimum number of directors shall be one and regulation 89 of Table A shall be modified accordingly. Regulation 64 of Table A shall not apply to the company. The first Director(s) of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

10.3 No person other than a Director retiring by rotation shall be elected a Director at any general meetings unless

- (i) he is recommended by the Director(s), or
- (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company at its office of the intention to propose a person for election, together with a notice in writing signed by that person of his willingness to be elected.

10.4 A Director shall not be required to hold any share qualification but shall be entitled, nevertheless to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

11 Proceedings of directors

11.1 In regulation 90 of Table A there shall be substituted for the words 'fixed as the quorum, they' the words 'constituting the quorum, they or he'

11.2 Regulation 94 of Table A shall not apply to the Company.

12 Secretary

In regulation 99 of Table A there shall be added at the end the words 'but without prejudice to any claim for damages he may have for breach of contract by the company'

13 Dividends

In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'

13 Notices

In regulation 115 of Table A the words 'unless the contrary is proved' shall be omitted

Names and addresses of subscriber

THOMAS RORY ST JOHN MEADOWS
15 MARLBOROUGH GATE
ST ALBANS
AL1 3TX
Total shares taken

Number of shares taken by subscriber

ONE

ONE

(signature of subscriber)



DATED this 26th day of February 2008

WITNESS to the above signature



NAME *HAYDN WOOD*
ADDRESS *34 HANSELLS MEAD*
LONDON
CM19 5HZ.