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**COMPANIES ACTS 1985 & 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
Of

**African Cocoa & Coffee (ACC) Limited**

1. The name of the Company is African Cocoa & Coffee (ACC) Limited
2. The Registered office of the Company will be situated in England & Wales.
3. The objects for which the Company is established are:
  - 3.1 to carry on the business of a General Commercial Company
  - 3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it
  - 3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate'
  - 3.4 To acquire all types of property including without limitation freehold or leasehold property
  - 3.5 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
  - 3.6 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world
  - 3.7 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.



4. The liability of the members is limited.

5. The share capital of the Company is of mixed currency being £2 divided into 2 Ordinary shares of £1 each and in addition €15,000 divided into 100 Bearer Shares of €150 each.

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Of**

**African Cocoa & Coffee (ACC) Limited**

**1. Preliminary**

**1.1** The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (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 Share Capital of the Company of mixed currency being £2 divided into 2 Ordinary shares of £1 each and in addition €15,000 divided into 100 Bearer Shares of €150 each.

**2.2** 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"

**3. Authorisation to Issue Share Warrants to Bearer**

**3.1** Subject to any restrictions for the time being imposed by law, the directors on behalf of the company may exercise the power of issuing warrants in respect of fully paid shares stating that the bearer is entitled to the shares specified in the warrants as conferred by Section 188 of the Companies Act 1985.

**4. Lien and Forfeiture**

**4.1** The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as 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 registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

**4.2** 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".



## **5. Transfer of Shares**

Regulation 24 of Table A shall not apply.

## **6. Alteration of Share Capital**

**6.1** 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.

## **7. Votes of Members**

**7.1** 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"

**7.2** 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".

## **8. Number of Directors**

The number of directors shall not be less than one.

## **9. Appointment and Retirement of Directors**

Regulations 73 to 80 of Table A shall not apply to the Company and directors shall not be required to retire by rotation; nor shall any officer be required to retire at the first annual general meeting.

## **10. Proceedings of Directors**

Regulation 94 shall not apply to the Company.

## **11. Dividends**

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"