



THE REPUBLIC OF CAMEROON

**MEMORANDUM OF ASSOCIATION  
OF**

**SG SUSTAINABLE OILS  
CAMEROON, LTD.**

**A PUBLIC LIMITED COMPANY LIMITED BY SHARES**

**Article 1. NAME**

The name of the Company is SG SUSTAINABLE OILS CAMEROON, LTD.

**Article 2. THE COMPANY SEAL AND COMPANY DOCUMENTS**

All documents, letters, invoices, announcements, publications and other Company credentials emanating from the Company shall carry the name of the Company followed by the word Limited (Ltd.) or incorporated (Inc.).

**Article 3. DOMICILE**

The incorporated head office of the Company shall be in Buea and the administrative head office shall be at P.O. Box 4876 Douala, Immeuble Pharmacie Bell, Face SGBC Bali, Douala - Cameroon. **Either office may be transferred to any place within the same town or any other town within the national territory by a decision of the sole shareholder.**

**Article 4. OBJECTS**

The objects for which the Company is created are as follows:

1. to engage in agricultural projects, most particularly in the planting, growing, harvesting and transformation of palm fruits into crude palm oil and kernel palm oil for exportation;
2. to carry out general commerce;
3. to engage in the importation and exportation of commodities and materials which will be necessary to carry out its activities; and
4. to carry out any other object that is not prohibited by applicable law.

**Article 5. LIABILITY**

The liability of the **sole shareholder** is limited to the share capital contributed by such shareholder.



**Article 6. CAPITAL**

1. The share capital of the Company is Ten Million (10,000,000) francs CFA, divided into one hundred shares of a nominal value of One Hundred Thousand (100,000) francs CFA each.
2. The share capital shall be contributed in cash as provided by Article 393 of OHADA
3. The Company may from time to time increase or reduce its capital.

**Article 7. LIFESPAN**

The Company has a lifespan of 99 years from the date hereof.

**Article 8. ASSOCIATION**

We the several persons whose names and addresses are subscribed hereunder are desirous of being formed into a company and respectively agree to take the number of shares in the capital of the Company set out opposite our respective name:

Name	Residence	Description of subscriber	% Number of shares	Cost of shares
SGSO CAMEROON HOLDINGS, LTD	Walkers SPV Limited Walkers House, 87 Mary Street George Town, Grand Cayman KY1-9002, Cayman Islands	Company Limited by Shares under Cayman Islands Law	100	10,000,000

**SIGNATURE**

X  
SGSO CAMERON HOLDINGS, LTD.

By: KUATE FELIX, ESQ.  
acting pursuant to the power of attorney attached hereto as Exhibit A.

Dated this 23<sup>rd</sup> day of January 2009.

Total number of Shares Taken 100

DATED THIS 23<sup>rd</sup> DAY OF JANUARY 2009

**WITNESS TO THE ABOVE SIGNATURE:**

Whereof, I Barrister FRANCIS METUMBA IKOMEY, a NOTARY PUBLIC attached to the South West Court Of Appeal has drawn up this Memorandum of Association pursuant to the provisions of Section 74 of Law No. 90/059 of 19<sup>th</sup> December 1990

REPUBLIC OF CAMEROON

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FRANCIS METUMBA IKOMEY  
ADVOCATE, JUDGE AT LAW  
AND NOTARY PUBLIC