



BERMUDA

**CERTIFICATE OF REGISTRATION
OF A MORTGAGE/CHARGE**

I HEREBY CERTIFY that in accordance with section 55 of *the Companies Act 1981* a Mortgage/Charge dated the 14th day of **October 2016** on the assets of **Peruvian Palm Holdings Ltd.** was registered on **5th** day of **January 2017** bearing serial number **44377** in the Register maintained by the Registrar of Companies pursuant to the said section.

Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this **11th** day of **January 2017**

Maria Boodram
for Registrar of Companies



THE COMPANIES ACT 1981
PARTICULARS OF A MORTGAGE OR CHARGE

Pursuant to section 55 of the Companies Act 1981

Name of Company

Peruvian Palm Holdings Ltd. (the "Company")

Date and description of the instrument creating the charge.

Fixed and floating charge (the "Charge") dated 14 October 2016 and made between the Company and SH UOL Administrative Agent Ltd. (the "Security Agent").

Amount due or owing on the mortgage or charge.

The Obligations, as defined in the Charge.

Names, addresses and descriptions of the mortgagees or persons entitled to the charge.

SH UOL Administrative Agent Ltd.
c/o Kattegat Limited
Belvedere Building
69 Pits Bay Road
4th Floor
Pembroke
HM08
Bermuda

Short particulars of all the property mortgaged or charged.

The Charged Property, as defined in the Charge.

Particulars as to commission, allowance or discount (Note 3).

N/A

Signed:  MIM Limited

Date: 5 January 2017

Designation of position in relation to the company.

Attorneys for the Company

▲ 2:36
MORTGAGE CHARGE

JAN - 5 2017

REGISTRAR OF COMPANIES

44377



BERMUDA

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

I HEREBY CERTIFY that in accordance with section 10 of *the Companies Act 1981* **SH UOL Holdings Ltd.** by resolution and with the approval of the Registrar of Companies has changed its name and was registered **Peruvian Palm Holdings Ltd.** on the **3rd** day of **June 2016.**

Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this
9th day of **June 2016**

Nicole Iris
for **Registrar of Companies**



THE COMPANIES ACT 1981

NOTICE OF ADDRESS OF REGISTERED OFFICE

PURSUANT to section 62

Name of Company SH UOL Holdings Ltd.

REGISTRATION NO INITIAL

In accordance with section 62(2) of the Companies Act, 1981, I hereby give notice that the address of the registered office of the above-mentioned Company is:

BELVEDERE BUILDING, 4TH FLOOR

69 PITTS BAY ROAD

HAMILTON

HM 08

Signed

State whether Director or Secretary

PROVISIONAL SECRETARY

Date

17 MAY, 2016



BERMUDA

CERTIFICATE OF INCORPORATION

I hereby in accordance with section 14 of *the Companies Act 1981* issue this Certificate of Incorporation and do certify that on the 18th day of May 2016

SH UOL Holdings Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an exempted company.

Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 18th day of May 2016



Maria Boodram
for Registrar of Companies



BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY SHARES
Section 7(1) and (2)

MEMORANDUM OF ASSOCIATION

OF
SH UOL Holdings Ltd.
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

Name and Address	Bermudian Status (Yes or No)	Nationality	Number of Shares Subscribed
Quorum Services Limited Thistle House 4 Burnaby Street Hamilton HM 11 Bermuda	Yes	Bermudian	1

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an exempted company as defined by the Companies Act 1981.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding NIL in all, including the following parcels:-

N/A

5. The authorised share capital of the Company is US\$100 divided into common shares of a par value of US\$1.00 each.

6. The objects for which the Company is formed and incorporated are unrestricted.
7. The company shall have, pursuant to Section 11 (1) (b) of the Companies Act 1981, the capacity, rights, powers and privileges of a natural person.
8. The Company shall have, pursuant to Section 42 of the Companies Act 1981, the power to issue preference shares which are liable to be redeemed at the option of the holder.
9. The Company shall have, pursuant to Section 42A of the Companies Act 1981, the power to purchase its own shares for cancellation
10. The Company shall have, pursuant to Section 42B of the Companies Act 1981, the power to acquire its own shares to be held as treasury shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:-

For and on behalf of Quorum Services Limited
Acting as Provisional Director


Quinell Kumalae
Authorised Signatory



(Subscribers)

(Witnesses)

Subscribed this 17th day of May, 2016.