Received by NSD/FARA Registration Unit 10/30/2017 4:16:42 PM

U.S. Department of Justice
Washington, DC 20530

OMB No. 1124-0006; Expires May 31, 2020

Exhibit A to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at https://www.fara.gov.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: https://www.fara.gov. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: https://www.fara.gov.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name and Address of Registrant	2. Registration No.
Nelson Mullins Riley & Scarborough, LLP 1320 Main Street, 17th Floor Columbia, SC 29201	5928

3. Name of Foreign Principal	4. Principal Address of Foreign Principal
The Government of the Republic of Malawi	Office of the President and Cabinet Private Bag 301 Llongwe 3 Malawi

5. Indicate whether your foreign principal is one of the following:

- [x] Government of a foreign country[1]
- [ ] Foreign political party
- [ ] Foreign or domestic organization: If either, check one of the following:
  - [ ] Partnership
  - [ ] Corporation
  - [ ] Association
  - [ ] Committee
  - [ ] Voluntary group
  - [ ] Other *(specify)* _____
- [ ] Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant

Ministry of Finance/Ministry of Affairs

b) Name and title of official with whom registrant deals

President H. E. Peter Mutharika/ Minister of Finance Goodall Edward Gondwe

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom registrant deals

c) Principal aim

1 "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

Received by NSD/FARA Registration Unit 10/30/2017 4:16:42 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:42 PM

8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐
Owned by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐
Directed by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐
Controlled by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐
Financed by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
10-30-17	CRAIG METZ, PARTNER	

Received by NSD/FARA Registration Unit 10/30/2017 4:16:42 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

U.S. Department of Justice
Washington, DC 20530

OMB No. 1124-0004; Expires May 31, 2020

Exhibit B to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at https://www.fara.gov.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: https://www.fara.gov. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: https://www.fara.gov.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant	2. Registration No.
Nelson Mullins Riley & Scarborough, LLP	5928

3. Name of Foreign Principal

The Government of the Republic of Malawi

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Continuation of Agreement with the Government of the Republic of Malawi that was originally terminated on 4/30/2017 and extending the term of the agreement to 1/15/2018. Services resumed on 10/20/2017.

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Perform communications with U.S. government officials and members of the U.S. media to promote the new Government of Malawi's efforts to strengthen Malawi's economy, develop a strong educational system and help secure the borders of Malawi.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Perform communications with U.S. government officials and members of the U.S. media to promote the new Government of Malawi's efforts to strengthen Malawi's economy, develop a strong educational system and help secure the borders of Malawi.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
10-30-17	CRAIG MCGEE, PARTNER	

Footnote: "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Addendum to Contract

This Addendum between the Government of Malawi ("Malawi") and Nelson Mullins Riley & Scarborough LLP ("Nelson Mullins") will constitute a continuation of the original contract between the two parties, dated January 22, 2015.

Under the Addendum, Malawi will pay Nelson Mullins $210,000 in four equal payments of $52,500; the first in August 2017, and the remaining three payments in September, October, and November 2017. Immediately upon the receipt of the first payment in August 2017, this Addendum and the terms and services of the January 22, 2015 contract will be in effect, and Nelson Mullins will begin outreach to schedule meetings with selected Members of Congress for the Malawi Ambassador. Malawi shall provide Nelson Mullins a list of priorities to be discussed with Members of Congress.

This engagement will expire January 15, 2018 unless otherwise renewed.

For NELSON MULLINS RILEY & SCARBOROUGH LLP

Ron P. Klink
Senior Policy Advisor

Date: August 16, 2017

For THE GOVERNMENT OF MALAWI

Date: August 28, 2017

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP
Attorneys and Counselors at Law
101 Constitution Avenue, NW / Suite 900 / Washington, DC 20001
Tel: 202.712.2800 Fax: 202.545.2953
www.nelsonmullins.com

Ron P. Klink
Senior Policy Advisor
Tel: 202.712.2886
Fax: 202.545.2953
ron.klink@nelsonmullins.com

January 22, 2015

President H. E. Peter Mutharika, Malawi Government
Office of the President and Cabinet
Private Bag 301
Lilongwe 3 Malawi
Attention: The Honorable Goodall Edward Gondwe

Dear Honorable Minister Gondwe:

Please allow this to serve at the contracting vehicle between the Government of Malawi and my firm Nelson, Mullins Riley & Scarborough, LLP, referred to hereafter as Nelson Mullins. Per our discussion, this contract stipulates the terms under which Nelson Mullins will act on behalf of the Government of Malawi representing its interests in Washington, DC. I appreciate your consideration of this document and look forward to beginning our working relationship as soon as possible. Please be advised that when working with non-attorney personnel at Nelson Mullins, no attorney-client privilege exists.

While I have structured this contract to reflect the terms we discussed, it should be understood that at any time, our focus may need to shift depending on the circumstance, and rest assured that when we become part of your team, we will not shirk from needed actions when it can benefit the Government of Malawi. Among the tasks to be performed but not exclusively, are the following;

1). Introduce the President throughout the Halls of Congress to the Senators and Congressmen and Congresswomen that are most important to influencing policies favorable to Malawi. We will work to create a positive image for Malawi with the United States Government from both the Legislative and Executive branches.

2). Nelson Mullins will strive to help the donor community understand President Mutharika is a new President with a new plan to erase the sins of the past and to install a transparent government to be for the people of Malawi. President Mutharika will eradicate corruption

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

from the government and seek to bring the donor community, and U.S. financial assistance, back to Malawi. Nelson Mullins understands that getting the donor dollars flowing to Malawi is of the utmost importance to the success of the new government.

3). With Presidential elections in the United States only two years away, Nelson Mullins will work to make sure the President has access to meet and build relationships with key candidates who are seeking that office. While it is too early for conjecture, Nelson Mullins has the ability and the connections to make introductions to all top named candidates who are on the horizon.

4). Nelson Mullins is the leading education policy organization in the United States, led by former Secretary of Education Richard Riley as a named partner. We will strive to help the President put his vision of establishing Community and Technical Colleges around the country as well as developing a strong educational system starting at the primary level.

5). Nelson Mullins will explore areas in which trade export quotas can be increased, especially for Malawi's largest export, tobacco. We will explore whether or not Malawi could fill the deficit of other countries that can't make their quotas. We will look at other potential trade export regulations to determine if there are areas to increase exports for Malawi's products.

6). Security of Malawi's borders are paramount. The issue with Tanzania is a growing concern. Now that oil has been found under Lake Malawi, Tanzania wants to challenge the border placement. Nelson Mullins will make this point to the appropriate people within the Administration and on Capitol Hill while seeking U.S. help in securing the Malawi borders.

7). Nelson Mullins understands that general economic help in the form of bringing investors into the country to invest in infrastructure, mining, and energy plants, could make a huge difference in the economy and welfare of the Malawi people. With great resources like coal, uranium, bauxite and now oil Malawi could become a self-sufficient country.

8). It is also imperative that elected officials in Malawi understand how Washington, DC and the United States Government operate, and to that end, we will be available to assist with this education of Statehouse officials about the best ways to maneuver the complex maze that is our government in an effort to achieve the goals set forth.

9). On the Public Relations side, Nelson Mullins will monitor national and international stories concerning the reputation and perception of Malawi. Additionally, we will push out the positive stories to various agencies to strategically create a perception that shows Malawi is changing and can become an example that the rest of Africa can follow. Malawi will be seen as a leader in change, progressive and transparent with the new President's leadership.

In consideration of the efforts of Nelson Mullins on behalf of the government of Malawi, that government shall pay Nelson Mullins a sum of $30,000 a month each month for twelve (12) months commencing when the Firm receives the first payment and ending twelve (12) months

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM

from that date. Notwithstanding the date of execution of this Agreement, the Firm does not agree to act as a foreign agent on behalf of the Client, as such term is defined in the Foreign Agents Registration Act, and shall not act as a foreign agent on behalf of the Client, unless and until the Firm receives compensation from the Client. The full amount to be paid over that time is $360,000 (USD). While Nelson Mullins would, under normal circumstance, charge twice this fee for the amount of work to be performed, I firmly believe the new President will be exactly what is needed to bring about real change and progress in Malawi. I look forward to being a part of this effort and as such, I am pleased to offer a reduced fee structure in the hope of establishing this relationship for the long term.

Expenses, such as travel to and from Malawi, if necessary shall also be the responsibility of the Government of Malawi. All necessary expenses will be documented and preapproved by the government prior to the expenses being incurred. I am hopeful this document accurately describes the manner in which we can begin our working relationship. I am pleased to answer any questions you may have, but in an effort to expedite our work on behalf of the Government of Malawi, you can sign below on the signature line to accept the terms as written. Upon receipt, I will execute for Nelson Mullins and provide you a copy for your records.

Sincerely,

Ron Klink

Ron Klink

ACCEPTED AND AGREED:

By: GOODALL EDWARD GONDWE.

Title: MINISTER OF FINANCE

Signature:

Date: 22nd January, 2015

THIS REPRESENTATION WAS ACTIVATED ON APRIL 15, 2015 THROUGH THE RECEIPT OF THE INITIAL PAYMENT FROM THE GOVERNMENT OF MALAWI.

Received by NSD/FARA Registration Unit 10/30/2017 4:16:39 PM