

THE REPUBLIC OF UGANDA
THE COMPANIES ACT, 2012
(Laws of Uganda)

CERTIFIED TRUE COPY



COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION (AMENDED)
OF
BIOBERT RESEARCH GROUP LIMITED

Incorporated this 25th day of January 2013

Drawn and filed by

The Directors
P. O. Box 75108, Kampala.
Mobile: +256 715 332 824
Email: miberto@hotmail.co.uk

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BIOBERT RESEARCH GROUP LIMITED

1. The name of the company is **Biobert Research Group Limited**
2. The registered office of the company will be situated in the Republic of Uganda.
3. The objectives for which the company is established are:
 - (a) To conduct research and generate solutions to problems of medical, veterinary, environmental, agricultural, and industrial significance.
 - (b) To carry on all or any of the businesses of manufacturers, buyers, sellers and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, drugs, herbs, perfumes, creams, hair dressing, washes, dyes, cosmetics, skin preparations, bridal and salon equipment.
 - (c) To carry on the business of all types and kinds of confectionary products.
 - (d) To carry on the business of selling, buying, importing and exporting of all confectionary products in and outside Uganda.
 - (e) To carry on the business of trading in all raw materials for confectionery.
 - (f) To conduct research in all distillery raw materials and products in and outside Uganda.
 - (g) To carry on the business of events management in and outside Uganda.
 - (h) To carry on the business of decoration of all types and all functions.
 - (i) To carry on the business of car hire, renting cars, e. t. c.
 - (j) To carry on the business of importation, exportation and supply of general hardware.
 - (k) To carry on the business of importation, exportation and supply of pharmaceutical products.
 - (l) To carry on the business of importation and exportation of motor vehicles and their accessories.
 - (m) To carry on the business of importation, export and general supply of grocery and other domestic utilities.
 - (n) To import, export and supply electronics such as mobile telephones, computers, domestic appliances and their accessories.
 - (o) To carry on the business of farming such as animal husbandry, poultry farming and bee keeping.
 - (p) To render services of data handling in all computer related products and without the generality of foregoing to act as consultants and advisors.
 - (q) To collect and disseminate information on all matters relating to objects and to exchange such information with other bodies having similar objectives whether in Uganda or elsewhere.
 - (r) To carry on the business of general merchants, commissions agent, wholesaler, retail traders, and dealers in piece goods and country produce such as maize, millet, tea, milk, cotton, beans, etc, and any other produce of the country of whatsoever description and carry on the business of exporters, importers, and distributors of all types of manufactured goods, general merchandise, agricultural inputs and farm produce.

- (s) To borrow and raise money and secure or discharge debt or obligation of or bidding on the company in such a manner as may be thought fit and in particular by mortgage of or charge upon the undertaking and all or any of the real and personal property (present or future and the uncalled capital of the company or stock or other obligations or securities of any description).
- (t) To carry out the business and anything of a nature which may seem to the company capable of being conveniently carried on or done in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any other company's business or property.
- (u) To import, distribute, and deal in scholastic materials, stationary, electronics, mechanical, geometrical, designing, booking, secretarial equipments.
- (v) To carry on the business of magazine, periodicals and journal proprietors, press agents, publishers, booksellers, advertising consultants, display specialists and contractors and generally to undertake and execute agencies and commissions of all kinds.
- (w) To carry on the business of importing and selling computers and computer accessories, software, hardware, networking and to repair computers, typewriters, duplicating and printing machines, calculating machines, tape recorders and other such electronics,
- (x) To carry on the business of manufactures of, and dealers in, paper, cardboard, bags, greeting cards of all kinds, success cards, postcards, picture and other cards, drawing and writing materials and requisites, pens/ inks and stationery generally,
- (y) To carry on the business of costumiers, robe, dress and wattle makers, tailors, makers and suppliers of clothing, lingerie and trimmings of very kind, general drapers, lace makers and dealers in boots and shoes, dealers in fabrics and materials of all kinds.
- (z) To manufacture, buy, sell, let or take on hire, repair, clean or otherwise deal in cosmetics, lipsticks, nail varnishes, wigs, hair dyes, hair nets, powders, creams, ointments, lotions, soaps, toilets, razors, leather goods and fashion wear.
- (aa) To deal in the business of computers including but not limited to buying and selling of computers, computer-accessories and software.
- (bb) To establish computer centre for training of the public, internet connections, computer scanning, internet surfing and website design.
- (cc) To carry on business in buying, selling, importing, exporting, and manufacturing of soft drinks like sodas, juice and others.
- (dd) To establish primary, secondary and technical schools, sell school outfits, uniforms, scholastic materials, textbooks laboratory chemical and equipment and supply stationery.
- (ee) To set up schools and institutions for the teaching and promotion of computer science, fine art, industrial art, engineering and any other subjects
- (ff) To carry on the business of publishers of books, newspapers, magazines, pamphlets, novels, dictionaries and other educational books.
- (gg) To sell, exchange, mortgage, let or rent property.
- (hh) To purchase or otherwise acquire or to carry on the manufacture of bricks, stone or other building material of any kind whatsoever and all implements, machinery, bulldozers, tractors, cranes, transport vehicles and importing and exporting all things used by builders and contractors.
- (ii) To let or lease any such premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential flats, business offices or hotel and other related recreational centre.

- (jj) To lend or advance money to builders and other persons on securities of all descriptions, whether real or personal and to grant loans upon mortgage of any land, buildings and premises, of whatever tenure for the improvement thereof otherwise.
- (kk) To carry on the business of operating secretarial bureau for the purpose of typing, printing, analyzing and recording information, letters, cards, books, pamphlets, journals, notices, magazines, billposters and magazines and also for the purpose of receiving, sending and dispatching information, letters, parcels and messages of any kind by telephone, e-mail, post, facsimile, telex, radio, television, computer and other electronic media of the sort as well as door-to-door delivery of all kinds of things as can be required.
- (ll) To carry on the business of carriers and transporters of people, goods and merchandise of every kind of descriptions, hire or rent equipment such as cars, lorries etc
- (mm) To own, sell, trade or otherwise deal in equipment, utilities, machinery, gadgets utensils, carrying out the project of the company,
- (nn) To acquire by purchase, lease, exchange or otherwise building, land of any tenure or description situate in Uganda and any estate or interest therein and any rights over or connected with land so situate and to turn the same to account as may seem expedient and in particular by preparing building sites and constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses and by leasing and disposing of the same.
- (oo) To buy, sell, exchange, improve, manipulate and otherwise deal in all kinds of apparatus, machinery, tools equipment and things necessary and convenient persons engaged in the like business.
- (pp) To carry on the business dealing in the manufacture, importing, marketing, stocking, buying, selling, wholesale or retail of various categories of fabrics, textiles clothes, boutique and to act as commission agents and manufacturers representative.
- (qq) To carry on the business of importing and exporting in all its kind.
- (rr) To cultivate, grow, cure, prepare for market, manufacture, sale, import and deal in the production of crops of all kinds and the transportations of such.
- (ss) To buy, sell, manufacture, refine, manipulate, import and deal in all substances, apparatus and things capable of being in any such business as aforesaid, or either by wholesale or retail. To purchase or otherwise acquire or take on: lease or for exploration or deal in any land, mining undertaking, coal mines, coal mines, artificial stones, gypsum material sand or other material useful for such building purposes.
- (tt) To establish, run and burn brick-kilns, limestone-kilns and manufacture all kinds of building material inclusive of pre-fabricating, paving, lining and roofing material. To buy, sell or otherwise deal in coal coke and fuel in connection with or allied to the business of the company.
- (uu) To carry on the business of import and export general merchants, grocers, wholesalers, provision stores, dealers in agents-indenters, general agents, business connected with the textile trade or pharmaceutical, general merchandise importers and exporters of all the type of foods found beneficial to the company.
- (vv) To do all such things that are incidental or conducive to the attainment of the above objects or any of them.
- (ww) To cooperate with other institutions, charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or similar purposes and to exchange information and advice with them.

4. The income and property of the company, whatsoever, derived shall be applied solely towards the promotion of the objectives of the company as set forth in the memorandum of the

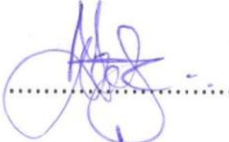

company, transferred directly by way of dividends, bonus or otherwise by way of profit to any of the members of the company. Provided that nothing here contained shall prevent the payment in good faith of remuneration to any member or servant of the company in return for any services actually rendered to the company. If upon the winding up or dissolution of the company, there remains after satisfaction of all of its debts and liabilities any property, it will be given to institutions having similar objectives to the objectives of the company or may be distributed among the members.

IT IS HEREBY EXPRESSLY DECLARED that each sub-clause shall be construed independent of the other sub-clause thereof and that none of the objects mentioned in any other sub-clause or to be in any way limited or restricted by reference to or the terms of any other paragraphs of this Memorandum or the name of the company unless deemed by the Board of Directors.

5 LIABILITY OF THE MEMBERS IS LIMITED

The share capital of the company is **Uganda shillings 1,000,000/= (One Million only)** divided into 100 ordinary shares of Uganda shillings 10,000/= each.

We the persons whose names, postal addresses and occupations are hereunto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAME, POSTAL ADDRESS AND OCUPATION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBER
MIJUMBI Robert, P. O. Box 75108, Kampala, Bio scientist & Businessman.	1	
BYENKYA Samuel, P. O. Box 75108, Kampala, Information scientist & Businessman.	1	

DATED AT KAMPALA THIS 16th DAY OF August 2023

WITNESS TO THE ABOVE SIGNATURES

NAME IN FULL:
SIGNATURE:
OCCUPATION:
ADDRESS:




COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BIOBERT RESEARCH GROUP LIMITED
A PRIVATE LIMITED LIABILITY COMPANY

This is a private company, and accordingly:

- (a) The right to transfer shares is restricted in the manner herein after prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment after the determination of such employment and have continued after the determination of such employment to be members of the company) is limited to one thousand provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this Article be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company shall be warranted by the board of directors.

PRELIMINARY

- 1 The regulations in table "A" in the first schedule to the Companies Act, 2012 shall not apply to the company except so far as they are repeated to be contained in these Articles.
- 2 These articles if not inconsistent with the subject or objects the words standing in the first column of the following table shall bear the meaning.

WORDS	MEANINGS
The Act	The Companies Act. 2012.
The Statutes	The Companies Act 2012 and every other Act for the time being in force affecting the Company.
The Articles	The Articles of Association as originally framed or as from time to time altered by special resolution.
The office	The registered office of the Company in the republic of Uganda.
Paid	Paid or credited as paid.
The register	The register of Members of the Company required to be kept by article 112 of the act
The seal	The common seal for the company.
The secretary	Any person appointed to perform the duties of Secretary of the Company.
Dividend	Dividend or bonus.
In writing	Written, lithographed and printed in any other mode of representing or reproducing words.

INVISIBLE FORM.

Save as aforesaid, any words or expressions defined in the statutes shall bear the same meaning as in the Articles.

BUSINESS

- 3 The company is a private company within the meaning of section 30 of the Act and accordingly:
- (a) The company has only **two directors** though new members may be admitted following the procedures laid out here in these articles of association.
 - (b) No invitation shall be issued to the public to subscribe for any shares or debentures of the company.
 - (c) The number of members of the company (not including persons who are in the employment of the company, were while in the that employment to that employment and have continued after the fifty, provided that, for the purposes of this provision where two or more persons hold one or more shares in the company jointly, they shall be treated as a single and
 - (d) The right to transfer the shares of the company is restricted in the manner and to the extent hereinafter appearing or otherwise agreed upon by the Board of directors.
4. No part of the fund of the company shall be employed in the purchase of or in loans upon the security of the company's shares, save so far as may be authorized by the statute.
5. Any branch or kind of business which the company is either express or by implication authorized to undertake may be undertaken by the company at such times as the Board shall think fit and further may be suffered by the Board to be in times as the board shall fit and further may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.
6. The office shall be at such place in Uganda as the directors shall from time to time appoint. To open up new branches in different parts of the country as need may arise and the Directors shall appoint managers of the branches as employees of the company and their employment does not confirm to appointment to be shareholders.
7. To open up new branches in different parts of the world as need may arise and the directors shall appoint managers of the branches as employees of the company and their employment does not confirm to appointment to be shareholders.

SHARE CAPITAL AND SHARES

- 8 The company's authorized share capital is **Uganda Shillings 1,000,000/= (One Million)** divided into 100 ordinary shares of Uganda Shillings 10,000/= (Ten Thousand) each.
- 9 Subject to any special rights to attach to shares in any increased capital, the profits determined to be distributed amongst the holders of the ordinary shares in proportion to the capital paid up on the ordinary shares held by them respectively.
- 10 The directors may pay interest on capital for the construction of works or building when and as they shall be authorized so to do by the Act.
- 11 Except as required by law no person shall be recognized by the company as holding any share upon any equitable, share or (except only as by those articles or law otherwise provided or under an order of a court of competent jurisdiction) any other rights in respect of any share an absolute right to the entirety thereof in the registered holder.

- 12 The director shall keep a register shown in respect of each director the number, description and amount of any shares or debentures in the company of its subsidiaries or holding the company which are held by or in trust for himself or herself of which he or she has any right to become the holder as required by the Act.
- 13 Every person who is entered as a member in the register shall be entitled to payment within two months of their allotment or lodgment of transfer (or within such period as the conditions of issue shall provide) one certificate for all his or her shares or several upon payment of Uganda shillings ten thousand only (10,000/=) for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon provided that in respect of a share or share held jointly by delivery of the company shall not be bound to issue more than one certificate and delivery of the certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 14 The certificate of title to share shall be issued under the seal and shall bear the autographic signatures of one Director and the secretary or some other person appointed by directors.
- 15 If a share certificate by defaced or destroyed shillings five thousand (Uganda Shillings 5,000/=) or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors, think fit.
- 16 The company shall not give whether directly or indirectly and whether by means of a loan in guarantee, the provisions of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for share in the company or in its holdings company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its share or those of its (if any) but nothing in this article.
- 17 The company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of a member whether solely or jointly with others) for all moneys whether presently payable or not due by himself or herself or his or her estate and whether along or jointly with any other person to the company: but the directors may at any time declare any share to be wholly or in part except, from lien (if any) on a share shall extend to all dividends payable thereon.
- 18 The directors may sell neither in such manner as the directors shall think fit any share on which the company had a lien but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of 14 days after notice in writing starting and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason entitled thereto by reason of his or her death or bankruptcy.
- 19 To effect to such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his or her title to the shares be effected by any irregularity or invalidity in the proceedings in reference to the sale.
- 20 The net proceeds of any such sale shall be received by the company and applied in or towards payment of such part of the amount in respect of which of the lien exists as is presently

payable and the residue (if any) shall (subject to like for sums not presently payable as existed on the share before the sale) be paid to the person entitled to the share at the time of the sale.

CALLS ON SHARES

- 21 The Directors from time to time may make calls upon the members in respect of any money unpaid on their shares (whether on account of the normal value of the shares or by the way of premium and not by the consideration of all allotment thereof made payable at a fixed time) subject to receiving at least 21 days notice specifying the time or the times and the place of payment, pay to the company at the time or times and place so specified the amount called on his or her shares. A call may be revoked or postponed as the directors may determine.
- 22 A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed and may be required to be paid by installments.
- 23 The joint holders of shares shall be jointly and severally liable to pay all call, in respect thereof, and on a bunch of payment those shareholders may face stoppage of being shareholders of the company.
- 24 If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the date appointed for payment thereof until the time of actual payment.
- 25 A scale shall be put in place for employment of non-members of the company. This will act as a basis of payment depending on qualification all experience. Rate not exceeding five percent per annum as the directors may determine but the directors shall be at liberty to waive payment of such interest wholly or in part.
- 26 Any sum which by the terms of issue of the share becomes payable on allotment or at any fixed rate whether on account of the nominal value of the share or by way of premium shall for the purposes of these articles be deemed to be a call duly made and in the case of nonpayment at relevant provisions of these for failure or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 27 The directors may if they think fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by himself or herself and upon any share or by way of premium shall for the purposes of the nominal value of the share or by way of payable on the date on which by the terms of issue the same becomes payable and in the case of nonpayment at relevant provisions of these for failure or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. No such sum paid in advance of calls shall entitle the members, paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would but for such payment become presently payable.
- 28 No member shall be entitled to receive any dividend or to be present or to vote on any question either personally or by proxy at any general meeting or upon a poll or to be reckoned in a quorum whilst any call or other sum shall be due and payable to be company in respect of any of shares held by himself or herself whether alone or jointly with any other person.
- 29 Any member receiving commissions, gifts interests on behalf of the company shall disclose to the directors before using it.

TRANSFER AND TRANSMISSION OF SHARES

- 30 The instrument of transfer of any share shall be executed by on behalf of the transferee and the transferee and the transferee shall be deemed to remain the holder of the share until the transfer is entered in the register in respect thereof.
- 31 Subject to such of the restrictions of these articles as may be applicable any member may transfer all or any of his or her shares by instrument in writing in any usual or common form or any other form which the directors may approve.
- 32 A person becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subjects as herein-after provided elect either to be registered himself or herself as the holder of the share or to have some person nominated by himself or herself registered as the transferee thereof but the directors shall in any case have the same right to decline or suspend registration as they have had in the case a transfer of share by that member.
- 33 If the person so becoming entitled shall elect to be registered himself or herself, he shall deliver or send to the Company a notice in writing signed by himself or herself stating that he or she so elects. If he shall elect to have another person registered, he shall testify the election by executing to that person, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of share shall be applicable to any such notice or transfer such shares as a foresaid as if the death or bankruptcy of the holder had not occurred and the notice of transfer were assigned by that member.
- 34 A person becoming entitled to a share or the death or bankruptcy of the holder shall be entitled to the same divided and other advantages to which he would be entitled if he where the registered holder of the share except that shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company provided always that the directors may at any time give a notice requiring any such person to elect either to be registered himself or herself or to transfer a share and if the notice is not complied within ninety days the directors may thereafter withhold payment of the dividends or other monies payable in respect of the share until the requirements of the notices have been complied with.

FORFEITURE OF SHARES

- 35 If member fails to play the whole or any call on the day appointed for payment thereof is made, the directors may at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on his or her last known address requiring payment of so much of the call or installment as is unpaid together with any occurred interest and expenses incurred by the company by reason of such non-payment.
- 36 The notice shall name a further day (not duly on the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state the in the event of nonpayment at or before the time appointed the shares in respect of which the call is made will be liable reason to be forfeited.
- 37 If the requirements of any such notices as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the board to that effect. A forfeiture shares not actually paid before the forfeiture.

- 38 When any shares have been so forfeited notice of the forfeiture shall be given to the holder of the shares or the person entitled to the shares by transmission and an entry of the forfeiture with the date thereon shall forthwith be made in the register but no forfeiture shall be invalidated by any failure to give such notice or to make such entry as aforesaid.
- 39 A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit and at any time before the sale or disposition the forfeiture may be canceled on such terms as the directors think fit.
- 40 The person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall notwithstanding remain liable to pay the company all money which at the date of forfeiture will presently be payable by himself or herself to the company in respect of the shares together with interest thereon at such rate as the directors shall think fit from the date of forfeiture until payment but his or her liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.
- 41 A statutory declaration in writing that the declarant is a director or secretary of the company and that a share in the company has been fully forfeited on a date stated in the declaration shall be conclusive evidence of such facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration (if any) given for the share or any sale, re-allotment or other disposition thereof and may execute a transfer of a share in favor of the person to whom the share is sold, re-allotted or otherwise be disposed of and shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his or her title to the share be affected by irregularity or invalidity in the proceedings in reference to disposal of the share.

INCREASE OF CAPITAL

- 42 The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe.
- 43 The company may by ordinary resolution authorize the issue of any new shares determined by the same or any of them shall be offered in the first instance and where at par or at premium to all the existing holders of any class of shares in proportion as nearly as may be to amount of capital held by them respectively or make any other provisions as to the issue of new shares, but in default of any such determination or so far as the same shall not extend the new shares may be dealt with as if they form part of the shares in the original capital.
- 44 Except so far as otherwise provided by the conditions of issue or by these articles, any capital raised by the creation of a new share shall be considered part of the original capital and shall be subjected to the conditions therein contained in with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise. Unless otherwise provided with the accordance with these articles, the new shares shall be ordinary shares.

ALTERATION OF CAPITAL

- 45 The company may from time to time by ordinary resolution;
- (a) Consolidate and provide all or any of its share capital into shares of larger amounts than its existing shares, or

- (b) Sub-divide its shares or any of them into shares of small amounts, then is fixed by memorandum of association subject nevertheless to the provision of section 63(10)(d) of the Act and so the resolution whereby some shares are subdivided may determine that as between the resulting shares one or more of such shares may be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any of such shares; or
 - (c) Cancel any shares, which the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish by the amount of the shares so cancelled.
- 46 The company may by special resolution reduce its share capital any capital redemption reserve fund or any premium account in any manner and with and subject to any incident authorize and consent required by law.

GENERAL MEETINGS

- 47 The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of the annual general meeting of the company and that of the next provided that so long as the company holds its annual general meeting within eighteen months of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
- 48 All general meetings other than annual general meetings shall be called extra-ordinary general meetings.
- 49 The directors may whenever they like fit convene an extraordinary general meeting and in default an extra-ordinary general meeting may be convened by such requisitions as provided by section 132 of the Act if at any time there are not within Uganda, sufficient directors capable of acting to form a quorum any director or any two members of the company may convene an ordinary general meeting in the same manner or as nearly as possible as that which case meetings may be convened by the directors.
- 50 The company shall comply with the provisions of section 140 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

NOTICE OF GENERAL MEETING

- 51 A general meeting shall be called by 21 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and hour of the meeting and in case of special business the general nature of that business and shall be given in the manner (if any) as may be prescribed by the company in general meeting to such persons as are under the regulations of the company entitled to receive such notices from the company and to the auditors provided that a meeting of the company shall notwithstanding that it is called if it is so agreed:-
- (a) In the case of a meeting called as the annual general meeting by all the entitled to attend and vote thereat; and
 - (b) In the case of any other meeting by a majority in number of the members having a right to attend and any vote the meeting being a majority together holding not less than 95% in nominal value of the shares giving that right.

- (c) The accidental omission to give a notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive a notice would not invalidate the proceedings at that meeting.

PROCEEDINGS AT A GENERAL MEETING

All businesses shall be deemed special that is transacted at an extraordinary general meeting all business which is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of accounts, balance sheet and the reports of the directors and auditors, the election of directors in a place of those retiring and appointment and the fixing of remuneration of the auditors. -

- (a) By being present in person or by proxy and presenting not less than one tenth of the total voting rights of all members having a right to vote at the meeting or;
- (b) By a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up to not less than one tenth of the total sum paid up on all the shares conferring that right:
- (c) Unless the poll so demanded a declaration by the chairperson of the meeting that a resolution has on a show of hands to be carried out or carried out anonymously or by particular majority or loss and in entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number of proportions for the votes recorded for the favor or against such resolution. in a case of an equality of votes, whether by a show of hands or on a poll the chairperson of the meeting at which the show of hands taken takes place or at which the poll is demanded shall be entitled to a second vote.

52 A poll demanded on the election of a chairman or on a question of an adjournment shall be taken with. A poll demanded or any other question shall be taken at such a time as the chairman of the meeting directs and any business other than that on which a poll has been demanded may be preceded with pending the timing of the poll. The demand for poll may be withdrawn.

53 A printed copy of every special resolution and other resolution or agreements mentioned in section 143 of the Act shall be sent to the registrar of companies provided by that section.

VOTES OF MEMBERS

54 Subject to any or restrictions for the time being attached to any class of shares on a show of hands every member present in person shall have one for each share of which he is the holder.

55 On a poll a member entitled to more than one vote need not, if votes, use all his or her votes or cast all the votes he uses in the same way.

56 In case of joint holders the case of other senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.

57 A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his or her

committee, receiver, curator bonus appointed by that court and any such committee, receiver, curator bonus or other person may on a poll vote by proxy.

- 58 No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by himself or herself in respect of shares in the company have been paid.
- 59 No objection shall be raised to the qualification of any voter at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not allowed at such meeting shall be valid for purposes. Any such objection made in time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 60 On a poll, votes may be given either personally or by proxy.
- 61 The instrument appointing a proxy shall be in writing under the hands of the appointer or of his or her Attorney duly authorized in writing or if the appointer corporation, either under seal or under the hand of an officer or attorney duly authorized, a proxy needs to be member of a company.
- 62 Every notice convening a meeting of the company shall state that a member is entitled to one or more proxies to attend and vote for himself or herself or her.
- 63 The instrument appointing the proxy and the power of attorney or other authority (if any) under which it is or a notarial certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within Uganda as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in case of a poll not less than twenty four hours before the time appointed for taking the poll and in default the instrument of proxy shall be valid after the expiration of twelve month from the date of its execution except at an adjourned meeting or on poll demanded at a meeting or adjourned meeting in case where the meeting was originally held within twelve month from that date.
- 64 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit;

I/ WE of member/members of the above company hereby appointofas my/our to vote for me/us on my/our behalf at the (annual or extra-ordinary as the case may be) general meeting of the company to be held on the day of..... and at any adjournment thereof.

Signed this day of 20.....”.

Where it is desired to afford members an opportunity for voting for or against a resolution the instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

“I/WE of being member/members of the above company hereby appoint of as my/our proxy to vote for m/our behalf at the (annual or extra-ordinary as the case may be) general meeting of the company to be held on the day of 20.....”.

This form is to be in favour of/ against the resolution (unless otherwise instructed the proxy shall vote as he thinks fit).

65. The instrument demanding a proxy shall be deemed to confer authority to demand or join in demanding a poll.
66. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given provided that no initiation in writing of such death, insanity revocation or transfer as aforesaid shall have been received by the company before the commencement of the meeting or adjournment of the meeting which the proxy is used.
67. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such persons as it thinks fit to act as its representative at any meeting of the company or any class of members of the company or any class of members of the company and/or entitled to exercise the same powers on behalf of the corporation which he represents as that corporation, could exercise if it were an individual member of the company.

DIRECTORS' BORROWING POWERS

- 68 The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debenture, debenture stock whether outright or as security for any debt liability or obligations of the company.

POWERS OF DIRECTORS

- 69 The business of the company shall be managed by the directors who pay all expenses incurred in prompting and registering the company and may exercise all such powers of the company as are not by Act or by these Articles required to be exercised by the company as are general subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as maybe prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been made.
- 70 The directors may from time to time and at any time by powers of attorney appoint any company firm or person or body of persons whether nominal directly or indirectly by the directors to be attorney or attorneys of the company for such purposes and with such powers authorities and discretion (not exceeding those vested in or exercisable for such period) and subject to such conditions as they may think fit and any powers of attorney may contain such provision for protection and convenience of persons dealing with such attorney and may also authorize any such attorney to delegate all or any of the powers authorities and discretion vested in himself or herself or her.
- 71 The company may exercise the powers conferred by section 37 of the Act with regard to having an official seal for use abroad and such powers shall in the directors.
- 72 The company may exercise the powers conferred upon the company by section 121 to 124 (both inclusive) of the Act with regard to the keeping of a branch register and the directors may (subject to the provision of those sections) make such regulations as they may think fit respecting the keeping of any such register
- 73 A director who is in any way whether directly or indirectly interested in a contract or proposed contract with the company shall declare the nature of his or her interest meeting of the directors in accordance with section 200 of the Act.

- 74 A director may hold other or place of profit under the company (other than the office of auditor) in conjunction with his or her office of director for such period and on such terms (as to remuneration or otherwise) as the director may determine and no director or intending directors shall be disqualified by his or her office from contracting with the company either with regard to his tenure of such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract or any contracts whether interested be liable to account to the company for any profits to be avoided nor shall any profit realized by any such contract or arrangement by reason of such director holding that office of the judiciary relation thereby establishes.
- 75 A director notwithstanding his or her interest may be counted in the quorum present at any meeting whereat he or any other director is appointed to any such office or place of profit under the company or whereat terms of any such appointment or arrangement of the terms thereof.
- 76 Any director may act by himself or herself or in a professional capacity for the company and he or his or her firm shall be entitled to remuneration for professional services as if he or his or her firm to act as auditor of the company.
- 77 The directors shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointment of officers made by the directors;
 - (b) of the names of the directors present at such meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meeting of the company and the directors and of committees of directors and any such minutes of such meeting if proportion to be signed by the chairman thereof or by the chairman of the next succeeding meeting of the same body be sufficient evidence without any further proof of the facts therein stated.
- 78 The directors on behalf of the company may pay a gratuity of pension or allowance on retirement to any director who has held any other salaries office or place profit with the company or his widow or dependents and may make contributions to any fund and pay premium for the purchase or provision of any such gratuity pension or allowance.
- 79 The office of directors will be vacated if the directors: -
- (a) ceases to be a director by virtue of the Act or;
 - (b) becomes bankrupt to make any arrangement or composition with his or her creditors generally or;
 - (d) becomes prohibited from being a director by reason of any order made under the Act or;
 - (e) becomes of unsound mind or;
 - (f) resigns his or her office by notice in writing to the company.
- 80 The directors shall keep at the office a register containing the name and addresses and occupations of the directors and the name and address of the secretary of the company and shall send to the registrar their names and nationalities and any change that place in such directors or secretary as required by section 201 of the Act and the directors' share holdings compliance with section 201 as to naming directors in circular and business letters.
81. The director shall have power at any time from time to time appoint any person to be a director either to fill a casual vacancy or as an addition to existing directors but so that the total number

if any fixed in at any time exceed the number if any fixed in accordance with these regulations, any director as appointed shall hold office only until the following annual general meeting and shall then be eligible for re-election but shall not be taken into account when determining the directors who are to retire by rotation at such meeting.

82. The company may by ordinary resolution appoint another person in place of a director, remove from office and without prejudice to the powers of the directors the company in general meeting may appoint any person to be a director either to fill a casual vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place was appointed was elected a director
83. The directors may meet together for the dispatch of business, adjourn or otherwise regulate their meeting as they think fit. Questions arising at any meeting may be determined by a majority of votes. In case of an equality votes the chairman shall have a second or casting vote. A director may and the secretary shall at any time summon a meeting of the directors. It shall not be necessary to give notice of meeting of directors to any directors to any directors for the being absent from the East African territories.
84. The quorum necessary for the directors may fix the transaction of the business of directors and unless so fixed shall be two.
85. The continuing director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors and continuing directors or directors may act for the purpose of increasing the number of directors to that number or summoning a general meeting of the company for no other purpose.
86. Any director may in writing appoint any person who is approved by the majority of the directors to be his or her alternate to act in his or her place at any meeting of the directors at which he is unable to be present. Every such alternate shall be entitled to notice of meeting of the directors and to attend and vote there as a director, when the person appointing himself or herself is not personally present and where he is a director.
87. The directors may elect a chairman of the meeting who shall hold office for such period and upon such terms as the directors may determine but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the directors present choose one of their number to be chairman of the meeting.
88. A chairman shall receive such remuneration (whether by way of commission or participation in profits or partly in one way and partly in another) as the directors may determine and it may be made a term of his or her election that he be paid a pension of gratuity or recruitment from this office.
89. The directors may delegate any of their powers to a committee consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegate confirm to any regulations, which may be imposed on it by the directors. Save as aforesaid the meetings shall be governed by the provision\ of these Articles regulating the proceedings and meetings of directors.
90. All acts done at any meeting of the directors or a committee of directors or by ant person acting as a director notwithstanding that it shall afterwards be discovered that there was some defect

in the appointment or continuance in office of any such directors or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed or had continued in office and was qualified and had continued to be a director and had entitled to be a director.

91. A resolution in writing signed by all the directors for the time being entitled to receive notice of the meeting including any director if entitled shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTORS

92. The directors may from time to time appoint one or more of their body to the office of managing director for such period and such terms as they fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
93. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in another) as the directors may determine and it may be made a term of his or her appointment that he be paid a pension or gratuity on retirement from his or her office.
94. The directors may entrust to and confer upon managing any of the powers exercised by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and from time-to-time revoke, withdraw alter and or vary all or any of such powers.

SECRETARY

95. The secretary shall be appointed by directors for such term at such remuneration and upon such conditions as they may think fit and they may remove any secretary so appointed. The provisions of the Act shall be observed. Where there is no secretary capable of acting, the directors may appoint an assistant or deputy secretary or any other officer of the company to perform the duties of secretary. The directors may also appoint a temporary substitute for the secretary who shall for the purpose of presents be deemed to be secretary.

THE SEAL

96. The directors shall provide for the safe custody of the seal which only be used by the authority of the directors or a committee of the directors' authorities in that behalf and every instrument to which the seal shall be fixed shall be signed by a director and shall be countersigned by the by the secretary or secondly by a director or by some other person appointed by the directors for that purpose.
97. All deeds executed on behalf of the company may be in such form and contain such powers provision conditions covenants clauses and agreements as the directors shall think fit and in addition to being sealed with the seal shall be signed by a director and countersigned by the secretary or by a second director.

DIVIDENDS AND RESERVES

98. The company in a general meeting may declare dividends but no dividends shall exceed the amount recommended by the directors.
99. The directors may from time to time pay to the members such interim dividends as appear to directors to be justified by the profits of the company.

100. No dividends shall be paid otherwise than out of profits of the company.
101. The declaration of the directors as to the amount of the profits of the company shall be conclusive.
102. The directors may before recommending any dividends set aside out of the profits of the company such sums as they think proper as a reserve or which the profits of the company may be properly applied and pending such applications may at the like discretion either be employed in the business of the company or its holding company or be invested in such investments (other than shares of the company or its holding company) as the directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
103. Subject to the right of persons (if any) entitled to share with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid to the shares in respect whereof the dividends is paid but no amount paid or credited as paid on a share of advance of calls shall be treated for the purpose of this article as paid on share, all dividends shall be paid and apportioned proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing if any share is issued on terms on providing that it shall rank for dividend as from a particular date such share shall rank for dividends accordingly.
104. The directors may retain any dividends or other monies payable on or in respect of a share on which the company has a lien and apply the same in or towards satisfactions of the debts, liabilities or engagements in respect of which the lien exists.
105. Dividends belonging to any shareholders who are domiciled abroad shall be remitted by the company to such a shareholder at place of residence in accordance with the investment code statute of Uganda.
106. With the sanction of a general meeting any dividend may be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares of dividends of any other company or more such ways.
107. Where difficulty arises in regard to such distribution the directors may issue fractional certificates and fix the value for distribution of such specified assets or any part thereof and they determine that case payments shall be paid to any members upon the footing of the value so fixed in order to adjust the rights of all members and may vest any such specific assets in trustees and on trust for the members entitled to the dividends as may seem expedient to the directors.
108. A transfer of shares shall not pass the right to any dividends declared thereon after such transfer and before the registration of the transfer.
109. The directors may retain the dividends payable upon the respect of which any person is entitled to become a member or which any person under Article 40 is entitled to transfer until such person shall become a member in respect of shares or shall fully transfer the same.
110. Any dividends interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post and directed to the registered address of the holder or in case the case of joint holders to the registered address of one of the joint holders who is first

named on the register or to person and such address as the holder or joint holders may be in writing directed.

111. No dividends or other moneys payable or credited on in respect of share bear interest against the company.
112. All dividends unclaimed for one after having been declared may be invited or otherwise made use of by the directors for the benefit of the company shall not be constituted a trustee in a respect thereof. All dividends unclaimed for the period of twelve years after having been declared shall be forfeited and shall revert to the company.

ACCOUNTS

113. The directors shall cause proper books of accounts to be kept with respect to: -
 - (a) All sums of money received and expended by the company and the receipt expenditure takes place;
 - (b) All sales and purchases of goods by the company or otherwise divided by directors.
 - (c) The assets and liabilities of the company proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the states of the company's affairs and to explain its transactions.
 - (d) The books of accounts shall be kept at the office of company subject to section 147(3) of the Act and at such other places or place as the directors think fit and shall always be open to the inspection of the directors.
 - (e) The directors shall from time to time in accordance with section 148,150 and 15of the Act cause to be prepared and to be laid before the company in general meeting such profit and loss account balance sheet group accounts (if any) and report as are referred to in those sections.
114. Every account and balance sheet shall be accompanied by a report of the directors as the state and conditions of the company and as to the amount (if any) which they propose to carry to the reserve fund according to the provisions in that behalf herein-before contained and the account report and balance sheet be signed by two directors and countersigned by the secretary and the directors shall comply with section 157 of the Act.
115. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in a general meeting before with a copy of the auditor's report shall not less than twenty one days before the date registered and to every person registered under these Article it shall not required a copy of those documents to be sent to any person of whose address the company is not aware of or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

116. The company in a general meeting may at the recommendation of the directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise the available for distribution and not required for the payment or provision of the fixed preferential dividends and accordingly such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the

same proportions on condition that the same not be paid in cash but be applied either in or towards paying up any amounts for the time being unpaid for the shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allocated and distributed or credited as wholly paid up to and amongst members in the proportions aforesaid or partly in one way and partly in the other and the director shall give effect to such resolution, provided that a share premium account and a capital redemption reserve fund may for the purpose of this Article only be applied in the paying up of unissued shares to be issued to the members of the company as fully paid bonus shares.

117. Whenever such a resolution as aforesaid have been passed the directors shall make all appropriations and applications of the undivided profit resolved to be capitalized thereby and all allotments and issued of fully paid shares or resolved or debentures (if any) and generally shall do all acts and things required to give effects thereto with full power to the directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorize any person to enter on behalf of all members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid up of any further share or debentures to which they may be entitled upon such capitalization of (as the case may require) for the payment up by the company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing shares and any agreement under such authority shall be effective and binding on all such members.
118. Auditors shall be appointed and their duties regulated in accordance with section 159 and 162 of the Act.
119. Any account of the directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and henceforth shall be conclusive.



NOTICES

120. A notice may be given by the company to any member either personally or by sending it by post to himself or herself or her at his or her or her registered address or to the address if any within Uganda supplied by himself or herself to the company for the giving of notice to himself or herself or her when a notice is sent by post service of the property addressing stamping and posting a letter containing the notice by air mail if addressed to destination outside Uganda and to have effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same post and in any case at the time at which the letter would be delivered in the ordinary course of post.
121. Notice of every general meeting shall be given in the manner herein before authorized to;
- (a) Every member except those members who (have no registered address within the East African territories) have not supplied to the company an address within the east African territories for the giving of notice to them.
 - (b) Every person upon whom the ownership of a share dissolves by reason of his or her being a legal person representative or a trustee in bankruptcy would be entitled to receive notice of the meeting and;
 - (c) The auditor for the time being of the company.

- 123 If the company shall be wound up and the assets for distribution among themselves as such shall be in insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be the losses shall be done by the members in proportion to the capital paid up of which ought to have been paid up the shares held by them respectively. And if in winding up the assets available for distribution among members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up on share held by them respectively. But this article is without prejudice to the rights of holders of shares issued upon special terms and conditions.
- 124 If the company shall be wound up the liquidity may with the sanction or any ordinary resolution of company and any other sanction required by the Act the divide company (whether they shall consist for such purpose) set such value as he deems fair on any property so to be divided as aforesaid and may determine how such divisions shall be carried out as between the members of different classes or members. The liquidator may with the like sanction vest the whole or any part of the assets in trustees upon such trustees for the benefit of the members or any of them as the liquidator with the like sanction shall think fit but so that no member shall be compelled to accept any shares or other securities whereof there is any liabilities.

INDEMNITY

- 125 Every director, managing director, agent, auditor, secretary and other officers for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by himself or herself in defending any proceedings whether civil or criminal in which judgment is given in his or her favor or in which he or she is acquitted or in connection with an application under the Act in which relief is granted to himself or herself by the court.

NAME, POSTAL ADDRESS AND OCUPATION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBER
MIJUMBI Robert, P. O. Box 75108, Kampala, Bio scientist & Businessman.	1	
BYENKYA Samuel, P. O. Box 75108, Kampala, Information scientist & Businessman.	1	

DATED AT KAMPALA THIS 16th DAY OF August 2023

WITNESS TO THE ABOVE SIGNATURES

NAME IN FULL:
 SIGNATURE:
 OCCUPATION:
 ADDRESS:

