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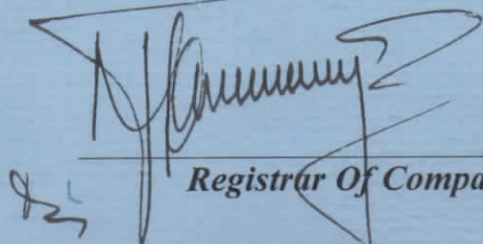
CERTIFICATE OF INCORPORATION

I hereby CERTIFY, that -

AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED

is this day Incorporated under the Companies Act (Cap. 486) and that the Company is **LIMITED**.

GIVEN under my hand at Nairobi this **3 rd** day of **March**
Two Thousand and **Eleven**


Registrar Of Companies

PIN Certificate

Certificate Date : 22/06/2015

Personal Identification Number

P051417244D



This is to certify that taxpayer shown herein has been registered with Kenya Revenue Authority

Taxpayer Information

Taxpayer Name	Agribase Bioscience International Limited
Email Address	agribasebioscience@gmail.com

Registered Address

L.R. Number :	Building : machakos
Street/Road : moi avenue	City/Town : nairobi
County : Nairobi	District : Westlands District
Tax Area : Westlands	Station : Machakos
P. O. Box : 19603	Postal Code : 00100

Tax Obligation(s) Registration Details

Sr. No.	Tax Obligation(s)	Effective From Date	Effective Till Date	Status
1	Income Tax - Company	03/03/2011	N.A.	Active
2	Value Added Tax (VAT)	18/06/2015	N.A.	Active

The above PIN must appear on all your tax invoices and correspondences with Kenya Revenue Authority. Your accounting end month is December unless a change has been approved by the Commissioner-Domestic Taxes Department. The status of Tax Obligation(s) with 'Dormant' status will automatically change to 'Active' on date mentioned in "Effective Till Date" or any transaction done during the period. This certificate shall remain in force till further updated.

THE COMPANIES ACT
(Chapter 486 of Laws of Kenya)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED

Incorporated this ^{3RD} day of MARCH 2011

DRAWN BY:-

**KITINDIO MUSEMBI & CO.
ADVOCATES,
MASAKU CENTRAL MOTORS
BUILDING, 1ST FLOOR
P.O. BOX 2598 -90100
MACHAKOS**

THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)

PRIVATE COMPANY LIMITED BY SHARES

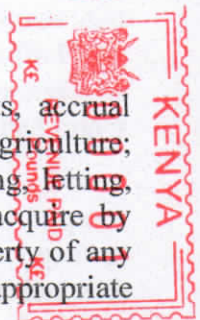
MEMORANDUM OF ASSOCIATION

OF

AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED

The name of the Company is "AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED"

1. The registered office of the Company will be situated in the Republic of Kenya.
2. The objects for which the Company is established are:-
 - a) To carry on the business of buying agricultural chemicals, agricultural products, agricultural products, importation of green process, green house and all interests pertaining to agriculture; land development consultants and advisers on use. Improvement, selling purchasing letting, acquisition or disposal of any interest immovable and immovable property, to acquire by purchase or to take on lease or hire or otherwise acquire any real and personal property of any tenure or any interest and any rights or proceedings which the company may think appropriate for the purses of its business and in particular any agriculture.
 - b) To manage properties, letting and selling agents, site acquisition agents, develop land and development consultants.
 - c) To act as valuers and assessors of machinery, livestock, crops, buildings, houses, properties, offices and other chattels and as valuers for mortgage and loan purposes and to act as agents and managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management prospects, value and circumstances of any business concerns and undertakings and generally of any assets, properties or rights of any kind.
 - d) To acquire whether by purchase, lease, exchange or otherwise howsoever offices, premises and accommodation for the purpose of leasing the same or making the same available to any person firm or company and to provide every service or requirement of a businesses nature required by any person, firm or company and to carry on the business of proprietors of flats, maisonettes, dwelling houses, shops, offices, buildings and club and to manage such properties.
 - e) To purchase, Value and assessors of plant and machinery, motor vehicles, equipments, furnitures and fixtures, biological assets, stock in trade, intangible assets, building materials, houses, offices, properties and other chattels; take on lease, or by any other means acquire any movable or immovable property in Kenya or elsewhere for any estate or interest whatsoever, and any rights, privileges or easements over or in respect of any property , and any buildings, factories, mills machinery, engines, rolling stock, plant, live and dead stock or things whatsoever.
 - f) To carry on the business of auctioneering, court bailiffs, project managers, programme managers, commission agents environmental impact auditors, private investigators etc. Also to be an investment company, and for that purpose, to acquire and to hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stocks, bonds,



notes, obligations, warrants, options and securities issued or guaranteed by any company wherever incorporated or issued or guaranteed by any government, public body or authority in any part of the world and to exercise and enforce all rights and powers conferred by or incident to the ownership of any investment of the company and to provide managerial, administrative supervisory and consultant services for or in relation to any company in which company is interested on such terms as may be thought it.

- g) Construction logistics consultants including transportation, storage etc.
- h) To acquire and take over as a going concern the business of any company together with all or any part of the property and other assets comprised in that business or associated with it and to acquire and hold all or any part of company share or loan capital or other securities of any other company . to provide financial services , advice and facilities of every description including all those capable of being provided by bankers, stock brokers, stock jobbers, investment and pension fond managers and advisers, promoters and managers of unit trusts and other investment media, financial advisors, insurance brokers, underwriters, issuing houses and financiers valuers for mortgage and loan purposes, insurance purposes, book/financial statements purposes, court purposes and any purpose that may require valuations/appraisals as prescribed by international valuation standards or such other purposes as may prescribed under any local or international laws/guidelines.
- i) To carry out feasibility studies, market research, market surveys, environmental impact, Assessments on infrastructural developments, business establishments; on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to encourage light aviation or to enhance the value of or render profitable any of the Company's property or rights.
- j) To conduct and advise on market research, prestige, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmers, audiovisual aids, posters, films photographs and drawing and also to carry on the business of investment advisers, business consultants, market research consultants, business transfer agents and valuers and to act as intermediaries in the introduction of sellers of sellers, purchasers, partners and employees.
- k) To prospect explore acquire develop maintain and carry on wells mines and mining rights minerals ores and properties of any kind and to erect and operate refineries mill works machinery laboratories workshops dwelling houses and other buildings works and appliances and to aid in or subscribe towards or subsidise any such objects.
- l) To be dealers and suppliers of hardware materials, electrical materials, fixtures and fittings, sale and purchase of construction including sand, cement, ballast, doors, windows, metals etc construct, erect and maintain either by the Company or other parties, sewers, roads, streets, buildings, houses, flats, shops and all other works erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands.
- m) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- n) To carry on the business as manufacturers of and dealers in grey bleached or dyed fibres of vegetable animal mineral or man-made synthetic origin made by mechanical chemical or any other process.
- o) To carry on the business of dealers in hardware and machinery and electrical operators appliances and things and all kinds of things mechanical plant and tools and spare parts of motor cars lorries and all types of engines.

- p) To carry on the business of and to build, acquire, establish, improve, conduct, own, develop and manage as proprietors and managers of hotels, motels, fishing camps, night-clubs, restaurants, tourists promotion, road houses, bars caravan sites, oriental and continental restaurants shops, gift centres, boutiques, shoe shops, hair-dressing saloons, cafes, beauty and body massage parlours, ice cream parlours, casinos and all types of training centres and to provide all types of catering services.
- q) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever.
- r) To carry on any other business whether mercantile agricultural manufacturing constructional or otherwise which may seem to the Company capable of being conveniently carried on in connection with the objects herein contained or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- s) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents brokers sub-contractors or otherwise.
- t) To invest and deal with monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- u) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise and to secure the payment of any money borrowed or raised or owing by the mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
- v) To purchase take on lease or in exchange or otherwise acquire buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with the builders tenants and others.
- w) To vary the investments of the Company.
- x) To apply for, promote and obtain any act of parliament, chapter, privilege, concession, licence or authorization of any state, government or municipality, provisional order or licence of any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem expedient to oppose any proceedings or applicants which may seem calculated directly or indirectly to prejudice the interests of the company.
- y) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the company or any other them and to obtain from such governments, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the company may think fit or desirable to obtain and carry out, exercise and comply therewith.
- z) To re-issue any stock or shares or other securities with or without the guarantee of the Company.
- aa) To acquire and undertake the whole or any part of the goodwill and assets of any person firm or Company carrying on or proposing to carry on any of the businesses which the Company is authorized to carry on and as part of the consideration of such acquisition to undertake all or

any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities and to retain or sell mortgages and deal with any shares debenture stock or securities so received.



- bb) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertake any of the liabilities of this company or for undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company and to place or guarantee the placing of or underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- cc) To procure the company to be registered or recognized in any part of the world outside the Republic of Kenya and to establish or promote or concurs in the establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly calculated to benefit the company.
- dd) To acquire, build, maintain, alter, enlarge, pull down, remove or replace any buildings, mills, factories, offices, works, roads, railways, engines, walls, fences, banks, dams, sluices or watercourses, and to clear sites for the same and to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- ee) To enter into any arrangements with any Government or Authorities (Supreme Municipal Local or otherwise) or any companies firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government authority company firm or person any charters contracts decrees rights privileges and concessions which the Company may think desirable and to carry out exercise and comply with any such charters contracts decrees rights privileges and concessions.
- ff) To enter into working arrangements of all kinds (including joining in a co-operative arrangement) with other companies corporations firms or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part or any other arrangements with other companies corporations firms or persons.
- gg) To accept any composition scheme or any securities for any debt or property claimed and to allow any time for payment of any debt and to compromise abandon compound or submit to arbitration or otherwise settle any debt account claim or thing.
- hh) To sell mortgage improve manage develop turn to account exchange let rent and grant licenses easements or otherwise rights in respect of and in any other manner deal with or dispose of the undertaking or the property for the time being of the company for any consideration whether in cash or shares (fully or partly paid) debentures debenture stock or other interest in securities of any company or otherwise.
- ii) To sell or otherwise dispose of the whole of any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- jj) To advertise all or any of the products or goods of the Company in any way that may be thought advisable.

- kk) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general useful objects.
- ll) To give as charity to any person firm or institution in any part of the world any reasonable sum of money for the purpose of doing good to humanity at large.
- mm) To remunerate any person firm or Company rendering services to this Company either by cash payment or by allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- nn) To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- oo) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the company or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures debenture stock or securities of this Company.
- pp) To procure the Company to be registered in any part of the world or to take such other steps as may be necessary to give the Company as far as possible the same rights and privileges in any part of the world as are possessed by companies or partnerships of a like character elsewhere.
- qq) To carry on all such businesses which may be similar to any of the businesses specified in the foregoing sub-clauses?
- rr) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise.

4. The liability of the members is limited.
5. The Share Capital of the Company is Kenya Shillings One Hundred Thousand (K.Shs.100,000/-) divided into One Thousand (1,000) Ordinary shares of Shillings One Hundred (K.Shs.100/-) each.
6. The Company has power, subject to any consent or confirmation required by law, from time to time to increase or reduce its capital to consolidate the same into shares of larger amount or to sub-divide the same or any part thereof into shares of a lesser amount, to issue any shares either at par or at a premium or (if and so far as the law for the time being shall permit) at a discount or to divide the same into different classes with guaranteed, preferential or other special rights, privileges or advantages over any shares previously issued or to be thereafter issued or with different or qualified rights or subject to such restrictions or limitations as may be prescribed by its Articles of Association or deemed by resolution but so that the special rights or privileges belonging to the holders of any shares that may be issued with preferred or any special rights shall not be varied abrogated or affected except by such sanctions as is provided by the Articles of Association of the Company for the time being.

WE, the several persons whose names, addresses and occupations are subscribed hereto, 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 names.

Names, Addresses and Description of Subscribers	Number of Shares taken by each	Signatures of Subscribers
Joseph Kioko Muli P.O. Box 19603 - 00100 Nairobi (Businessman)	950 (Nine hundred and fifty)	X 
Esther Kaswii Mbuva P.O. Box 19603 - 00100 Nairobi (Businesslady)	50 (Fifty)	X 
Total Number of Shares taken	1000 (One Thousand)	

DATED this **16th** day of **FEBRUARY.** 2011

WITNESS to the above Signatures:


BERNARD MUSEMBI KITINDI
ADVOCATE
P. O. Box 10648 - 00200,
NAIROBI



CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Memorandum of Association of "AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED" was produced by the process of Xerography.

BERNARD MUSEMBI KITINDI
ADVOCATE
P. O. Box 10648 - 00200,
NAIROBI



THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED

Preliminary

1. Subject as hereinafter provided, the regulations contained in or made applicable by part *ii* of the Table A in the First schedule to the Companies Act Chapter 486 (which regulations are hereinafter called Table A) shall apply to the Company but in case of any variation or inconsistency between these regulations and Table A, these regulations shall apply.

INTERPRETATION

2. Clauses 19, 45, 47, 48, 50, 53, 54, 59, 64, 66, 72, 89, 90, 91, 92 and 93 and the proviso to Articles 79 of the Table "A" shall not apply to the Company but the Articles hereinafter contained and the remaining clauses of Table "A" subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of Section 30 of the Act and accordingly:
 - (a) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company;
 - (b) The number of members of the Company (not including persons who are in the employment of the Company, and persons having been formerly in the employment of the Company were, while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two persons hold one or more shares in the Company jointly, they shall be treated as a single member; and the right to transfer the shares of the Company is restricted in manner to the extent hereinafter appearing.
4. The Share Capital of the Company is Kenya Shillings One Hundred Thousand (K.Shs.100,000/-) divided into One Thousand (1,000) Ordinary shares of Shillings One Hundred (K.Shs.100/-) each.
5. The shares shall be at the disposal of the Directors and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at

such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 and provided that no shares shall be issued at a discount except as provided by Section 59 of the Act.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company or producing or agreeing to procure subscriptions whether absolute or conditional for any shares in the company provided that the commission does not exceed 10% of the price at which such shares are issued or an amount equivalent thereto and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged. The statement required by Section 55 of the Act shall be duly delivered to the Registrar of the Companies for registration and Section 54 of the Act shall where necessary be duly complied with and the amount of such commission shall be stated in the balance sheets and annual returns of the Company as required by Section 125 of the Act.
7. Any person whose name is entered as a member in the register of members shall be entitled without payment to receive after allotment or transfer one certificate of all his shares or several certificates each for one or more of his shares upon payment of Kenya Shillings Twenty for every certificate after the first or such less sum as the Directors shall from time to time determine.

LIEN

8. In Clause 7 of Table "A" the words ("not being a fully paid share") and the words ("other than fully paid shares") shall be deemed to be omitted.

TRANSFER AND TRANSMISSION OF SHARES

9. Any share standing in the names of the trustees of any settlement or of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such settlement or Will.
10. Any share may be transferred to any child or other issue father mother brother sister wife or husband of a member and any share of a deceased member may be transferred by his personal representative to any child or other issue father mother brother sister widow or widower of such deceased member and shares standing in the name of the Trustees of the Will of the deceased member or the Trustees of any Settlement made by a member or deceased member may be transferred upon any change of trustees to the trustee for the time being of such Will or Settlement and the restriction in regulation 3 of the Part II of Table A shall not apply to any transfer authorized by this Article.

TRANSFER NOTICES

- (a) Before transferring any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned at the prescribed price to any Member being the holder of shares in the same class of these shares or to any other person selected or approved by the Directors as a person whom it is desirable to admit to membership. A transfer notice once given or deemed to be given shall not be revocable except with the consent of the Directors. Shares of different classes shall not be included in the same transfer notice.

PURCHASERS FOUND BY THE COMPANY

- (b) If the Company within the prescribed period shall find Members of other such person as aforesaid (hereinafter called "the Purchasers") willing to purchase the shares concerned or any of them and shall give notice in writing thereof to the proposing transferor, he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasers thereof. Every such notice shall state the name and address of the purchasers and the number of shares agreed to be purchased by him, and the purchase shall be completed at a place and time to be appointed by the Directors, not being less than Seven days nor more than Twenty-eight days after the date on which the prescribed price of such shares shall have been agreed or fixed as hereinafter provided.

DEFAULT OF TRANSFER

- (c) if in any case a proposing transferor, after having become bound to transfer any shares to a purchaser, shall make default in transferring the shares, the Directors may authorize some person to execute on behalf of and as attorney for the proposing transferor any necessary transfers and may receive the purchase money and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the share and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, who shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

DEFAULT IN FINDING A PURCHASER

- (d) If the Company shall not within the prescribed period find purchasers willing to purchase all the shares or if the Company shall within the prescribed period give to the proposing transferor notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the proposing transferor at any time within six months after the date on which the transfer notice was given or deemed to be given shall be at liberty (subject only to Regulations 24 and 25 of Table "A") to transfer those shares for which the Company has not found (or has given notice that it has no prospect of finding) purchasers to any person on a bona fide sale at any price not being less than the prescribed price; provided that the Directors may require to be satisfied in such manner as they may reasonably require that such shares are not being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance whatsoever to the purchaser, and if not so satisfied may refuse to register the instrument of transfer.

PRESCRIBED PERIOD AND PRICE DEFINED

- (e) The expression "the Prescribed Period" shall mean a period of Three months from the date on which the transfer notice is given or deemed to be given. The expression "the Prescribed Price" shall, where applicable, mean the sum per share specified in the transfer notice as the sum which the proposing transferor claims to be the fair value of the shares therein mentioned (unless the purchaser, when agreeing to purchase those of the shares which are to be purchased by him, notifies the Company that he does not accept such sum as the fair value of the shares) and in any other case shall mean the fair value of the shares to be agreed between the proposing transferor and the purchaser within seven days after the name and address of the purchaser is notified by the Company to the proposing transferor, or, failing such agreement, to be determined and certified by the Auditors for the time being of the Company on the application of either party or of the Company, such Auditors to act as experts and not as arbitrators in so determining and certifying and their decision to be final.

SELLING AND BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by Mortgage or Charge upon the whole or any part of the property and assets of the Company, present and future including its uncalled or unissued capital or by the issue at such price as they may see fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other ways as the Directors may think expedient.

PROCEEDINGS OF GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.
13. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within 30 minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some member present to be Chairman of the meeting.
14. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by a member present in person or by proxy and entitled to vote at the meeting. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution

VOTES OF MEMBERS

15. On show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one for every share held by him. Except as hereinafter provided no member not personally present shall be entitled to vote on a show of hands.
16. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.
17. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. No person shall act as proxy unless either he is entitled on his own behalf to be present and vote at a Meeting at which he acts as proxy, or he is appointed to act at that meeting for a corporation, but a representative of a corporation unless entitled on his own behalf to be present and vote at the meeting shall not act except for the corporation which appointed him.
18. Where a Company registered under the Companies Act (Chapter 85) is a member of the Company, a person duly appointed to represent such Company at a meeting of the Company in accordance with the provisions of the Act shall not be deemed to be a proxy and the production at a meeting of a copy of such resolution duly signed by one Director of such Company and by the Secretary (if any) and certified by him or them as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.

DIRECTORS

19. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five.

POWERS AND DUTIES OF DIRECTORS

20. Clause 68 of Table "A" shall be modified by omitting therefrom all the words "from any cause to be a Director".
21. (a) The Directors from time to time, and at any time, may provide through Local Boards, Attorney or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Boards or as Attorneys or Agents and may fix their remuneration. The Company may exercise the powers conferred by Sections 37 and 121 of the Act and those powers shall accordingly be exercisable by the Directors.
- (b) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent, any of the powers authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

ALTERNATE DIRECTORS

22. A Director who intends to leave Kenya may appoint any other Director or any other person approved of by the Board to be Director in his place for any period not exceeding twelve calendar months, and such appointment shall have effect and such appointee while he holds office as Director shall be entitled to receive notice of meetings of Directors and to attend and vote thereat accordingly. Such Alternate Director shall in all respects be bound by the rules and regulations affecting the Directors in all the same manner as the Director for who he acts is bound and he shall ipso facto vacate office if and when his appointer returns to Kenya, attends a Board Meeting or vacates office or removes the appointee from office and any appointment, or removal under this Article shall be by notice in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

23. The office of a Director shall be vacated:
- (1) If by notice in writing to the Company he resigns the office of Directors;
 - (2) If he ceases to be a Director by virtue of Section 183 of the Act;
 - (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office;
 - (4) If he becomes bankrupt in Kenya or in any other territory which is declared to be a reciprocating territory under the Bankruptcy Act, or insolvent, or enters into any agreement with his creditors;
 - (5) If he is prohibited from being a Director by an order made under Section 189 or 323 of the Act;

- (6) If he is found lunatic or become of unsound mind.
24. A Director may hold any other office or place of profit under the Company except that of Auditor, upon such terms as to remunerate tenure of office and otherwise as may be determined by the Board and may act and receive remuneration in a professional capacity for the Company in conjunction with his office of Director.
25. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, provided that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 200 of the Act.

PROCEEDINGS OF DIRECTORS

26. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

DIVIDENDS

27. (a) The Company at any General Meeting at which a dividend is declared may resolve that such dividend be paid wholly or in part by the distribution of specific assets and, in particular of paid up shares, debentures or debenture stock of the Company, or paid up shares debenture stock of any other Company, or in any one or more of such ways; provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.
- (b) The Company in General Meeting may resolve that any monies, investments, or other assets forming part of the undivided profits of the Company, standing to the credit of a reserve fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalized and distributed among such of the members as would be entitled to receive the same if distributed by way of dividend and in same proportions, on the footing that they become entitled thereto as capital, and that all or any part of such capitalized fund be applied on behalf of such members in paying up in full either at par or at such premium as the resolution may prescribe, any unissued shares or debenture stock of the Company which shall be distributed accordingly or in or towards the payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or re-payment shall be accepted by such members in full satisfaction of their interest in the said capitalized sum. When such resolution has been passed, the Directors shall have power to make such provisions, by the issue of fractional certificates or otherwise, as they think expedient in the case of fractions and prior to the allotment and shares to be distributed as aforesaid, may (if they think fit) authorize any person on behalf of the members entitled to such allotment to enter into an agreement with the Company providing for such allotment to such members or (or their nominees) of such shares debentures, or debenture stock credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

WINDING UP

28. In winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 280 of the Act.

ARBITRATION

29. Whenever any difference arises between the Company on the one hand and any of the members, their executors, administrators, or assigns on the other hand, touching the true intent or construction, or the incidents, or consequences of these Articles, or of the statutes, or touching anything then or thereafter done, executed, omitted, or suffered in pursuance of these Articles, or of the statutes or touching any breach, or alleged breach, or otherwise relating to the premises, to these Articles, or to any statutes affecting the Company, or to any of the affairs of the Company, every such difference shall be referred to the decision of an arbitrator, to be appointed by the parties in difference, or if they cannot agree upon a single arbitrator to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference.

INDEMNITY

30. Every Director or other officer of the Company shall be entitled to be indemnified of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (ii) of the proviso to Section 206 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and description
of Subscribers

Subscribers
Signatures

Joseph Kioko Muli
P.O. Box 19603- 00100
Nairobi
(Businessman)



Esther Kaswii Mbuva
P.O. Box 19603- 00100
Nairobi
(Businesslady)

Mbuva.

DATED this 16th day FEBRUARY 2011.

WITNESS to the above Signatures:-

BERNARD MUSEMBI KITINDO
ADVOCATE
P. O. Box 10648 - 00200,
NAIROBI

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Articles of Association of "AGRIBASE BIOSCIENCE INTERNATIONAL LIMITED" was produced by the process of Xerography.

BERNARD MUSEMBI KITINDO
ADVOCATE
P. O. Box 10648 - 00200,
NAIROBI