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Date 18/04/2023
Registrar of Companies

THE COMPANIES ACT
(CHAPTER 486, OF THE LAWS OF KENYA)

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COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

NIKIFARM CARE EAST AFRICA LIMITED

INCORPORATED THIS 1 DAY OF Oct. 2007

AMENDED THIS 2nd DAY OF March 2010

DRAWN BY

ONGWENY AND MOIBI

ADVOCATES

P.O. BOX 2368-00100

NAIROBI.

THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NIKIFARM CARE EAST AFRICA LIMITED

1. The name of the Company is "NIKIFARM CARE EAST AFRICA LIMITED"
2. The registered office of the company will be situated in Kenya
3. The objects for which the Company is established are:-
 - a) To carry on the business of farming in all its branches, To carry on the business of arable and fruit farmers, millers and manufacturers of cereal products and the sale of flour, fruit and all cereal or farm products.
 - b) To carry on the business of animal feed producers, compounders and merchants and grass and grain dryers, To carry on the business of breeders of every variety of animal, whether as pedigree stock or for the purpose of its sale as meat, poultry, hides, wool or fur.
 - c) To carry on the business of poultry farmers, including the erection or purchase of broiler houses and the sale of live and dead poultry and of eggs.
 - d) To acquire the goodwill, patent rights, designs and all other proprietary rights of any business or product within the objects of the company, association, partnership or person in connection with such business or product.
 - e) To enter into working arrangements of all kinds with other corporations, firms or persons, and to make and carry into effect arrangements for amalgamation or co-operation with other corporations, firms or persons.
 - f) To carry on the business of wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines, To carry on the business of manufacturing chemists and druggists.
 - g) To carry on the business of manufacturing, wholesale and retail chemists and of manufacturers and refiners of and dealers in all


kinds of drugs, chemicals, pharmaceutical, medicinal and chemical preparations, articles and compounds, dyes, cosmetics, toiletries, contraceptive requirements, and synthetic and man-made materials and fabrics of whatever nature;

- h) Manufacturer's, manufacturer's agents, brokers, commission and apparatus of every description, importers and exporters of heavy machinery of all types.
- i) To acquire, take over, promote, establish and carry on all or any of the business seed crushers and manufacturers of licensed cotton and other cakes, oil extractors by crushing, chemical or any other process, cake and oil manufacturers, oil refiners, soap boilers, manufacturers of floor cloths and floor coverings of every description, makers and manufacturers of cattle food and feeding of fattening preparations of every description, makers and manufacturers of artificial manures and fertilizers of every description, meal manufacturers, grain and seed merchants, millers, flour merchants, nurserymen, shipowners, lightermen, carriers by sea and land, dock owners, wharfingers, warehousemen, manufacturing chemists and druggists, varnish makers, candle makers and stearin and saccharine manufacturers.
- j) To carry on the businesses of fruiterers and greengrocers, bacon factors and merchants, bakers, butchers, meat salesmen, butter factors and salesmen, cheesemongers, corn and flour merchants, cheese factors and agents, dairymen, egg merchants and salesmen, paulterers and general provision merchants, and to buy, sell, manufacture and deal in goods, stores, and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency.
- k) To carry on all or any of the business of civil construction, preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining houses, flats, offices, shops, warehouses, factories, buildings, works and conveniences of all kinds, any by consolidating or connecting or sub-dividing properties and by leasing or disposing of the same.
- l) To carry out all or any of the business of transport, haulage and cartage, contractors, garage proprietors, owners, and chatteringers of road vehicles, aircrafts and ships, tugs, barges and boats of every description, lighter men and carriers of goods and passengers by road, rail water or air, cartage contractors and agents, forwarding, transport and commission agents, cargo superintendents, packers, storekeepers, electricians, auctioneers, court brokers and estate agents.

- m) To carry on business as clearing, forwarding and transport agents, as shipping and chartering agents, as stevedores, wharfingers, Carmen, carting contractors and agents, cargo superintendents, packers and haulers, as warehousemen and proprietors of warehouses, and as coach and other vehicle proprietors, garage proprietors, engineers and electricians.
- n) To carry on business, and to act as merchants, bankers, traders, commission agents, ship owners, carriers, or in any other capacity, and to import, export, buy sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
- o) To carry out all or any of the business of manufacturers, hires and dealers in and selling or other agents for, farming machinery, chemicals, fertilizers, implements and apparatus of every description, importers and exporters of heavy machinery of all types.
- p) To carry on the business of manufacturing, wholesale and retail chemists and of manufacture and refiners of and dealers (whether by wholesale or retail) in all kinds of drugs, chemicals, acids, salts, alkalis, antibiotics, pharmaceuticals, medical and chemical preparations, articles and compounds (whether of animal, vegetables or mineral origin), dyes, cosmetics and man-made materials and fabrics of whatsoever nature.
- q) To carry on the businesses manufacturers and dealers (whether by wholesale or retail) in all kinds of surgical, scientific, electrical, chemical, photographic and other apparatus.
- r) To manufacture and deal (whether by wholesale or retail) in all other goods and things of such a nature that as can in the opinion of the company be conveniently manufactured or dealt in by the company in connection with any of foregoing businesses.
- s) To carry out on the business of wholesale and retail pharmaceutical chemist and druggists and of the dispensing of medicines.
- t) To acquire the rights in recipes of and carry on manufacture of patent medicines.
- u) To carry on business of makers and dealers in surgical instruments appliances and artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to make and deal in all requisites for hospitals, patients and invalids.

- v) To carry on al 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, patent medicines, drugs, herbs, perfumes, creams, unguents, hair dressings, washes, pomades, dyes, cosmetics, skin, separations, soaps, oils, oleaginous and vaporaceous substances, beauty specialties. Preparations and accessories of every description, and of and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds, and articles of all kinds, chemists, druggist and chemical manufacturers, merchants and dealers, and to manufacture, makeup, prepare, buy, sell, and deal in all articles, substances, and things commonly or conveniently used in or for making up, preparing, or packaging any of the products in which the company is authorized to deal, or which may be required by customers of or persons having dealings with the company.
 - w) To carry on the business of fruiterers and greengrocers, bakers, butchers, fishmongers, grocers and sellers of dairy products, cereal and flour merchants, dairymen, egg and poultry and game dealers and general provision merchants, and to buy, sell, manufacture and deal in goods, stores and consumable articles of all kinds, both wholesale and retail and to transact every kind of agency business.
 - x) To carry on any other business or activity which may seem capable of being conveniently carried on in connection with any activity of the company or calculated to enhance the value of any of the company's property or rights.
4. The liability of the members is limited.
5. The share capital of the Company is Shillings one Hundred Thousand (Ksh.100,000/-) divided into 1,000 ordinary shares of shillings One Hundred (Kshs.100/=) each with power to increase or decrease and to divide the shares in the capital for the time being whether original or increased, into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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

Names, Postal Addresses and Occupation of Subscribers	Number of Shares taken by each subscriber	Signature of Subscribers
Dr. Benson Mutisya Muthui P.O. Box 63588 - 00619 NAIROBI	500 (five hundred) ordinary shares	<p>I Certify That This is a True Copy Date: 18/04/2023  Registrar of Companies</p>
Dr. Irene Ndunge Maingi P.O. Box 635 - 00619 NAIROBI	500 (five hundred) ordinary shares	
TOTAL SHARES TAKEN.	1000 (one thousand) ordinary shares	


Dated this _____ day of _____ 2007.

Amended this 2nd day of March 2010

WITNESS TO THE ABOVE SIGNATURES:  M. G. MOIBI
ADVOCATE

CERTIFICATE UNDER THE COMPANIES REGULATIONS, 2368 - 00100 NAIROBI

Certified that the above Memorandum of Association of **NIKIFARM CARE EAST AFRICA LIMITED** has been produced by the process of XEROGRAPHY.


M. G. MOIBI
ADVOCATE
P.O. Box 2368 - 00100
NAIROBI

I Certify That This is a True Copy

Date... 18/04/2023

THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)

Registrar of Companies

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
NIKIFARM CARE EAST AFRICA LIMITED.

1. Subject as hereafter provided the regulations contained in Table "A" in the first schedule of the companies act (such table being hereinafter called table "A") shall apply to the Company.
2. The Company is to be private company accordingly.
 - a) The right to transfer shares is restricted in manner thereinafter prescribed.
 - b) The number for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company) is not to exceed fifty, but where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this articles be treated as single member.
 - c) Any invitation to the public to subscribe for any shares or debentures of the company is hereby prohibited.
 - d) The Company shall not have powers to issues share warrants to bearers.
3. Regulations 3, 5, 24, 53, 75, 88, to 97 (both inclusive) 113 and 133 to Table "A" shall not apply to the Company but the articles hereinafter contained and the remaining regulations of the Table "A" subject to the modifications hereinafter expressed shall constitute the regulations of the company.
4. The share capital of the Company is Kenya Shillings One Hundred Thousand (100,000/=) divided into 1000 ordinary shares of Kenya Shillings One hundred (100/=) each.
5. The members for the time being shall have preferential right to subscribe for and take up all further shares authorized to be issued. All shares shall be offered to the members n proportion to the existing shares held by them and such offer shall be made by notice specifying

the number of shares to which the members are entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time or on intimation from the members whom such notice is given that he declines to accept the shares offered, the directors may dispose of the same subject to article 1 hereof to such persons at such times and generally on such terms and conditions as they think proper provided that no share shall be issued at a discount except as prescribed by section 55 of the Act.

6. Subject to the provisions of Section 60 of the Act any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

LIEN

7. In regulation 11 of Table "A" the words "not being fully paid share" and the words "other than fully paid shares" shall be omitted.

CALLS

8. No member shall be entitled to receive any dividend or to be present or to vote 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 the Company in respect of any of the shares held by him whether alone or jointly with any other person.

TRANSFER OF SHARES

9.
 - i. A share may be transferred by a member or other person entitled to transfer to any member of the Company selected by the transferor, but save as aforesaid and save as provided in Sub-Article (vi) of (vii) hereof, no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors, as one whom it is desirable to in the interest of the Company to admit to membership, is willing to purchase the same at a fair value.
 - ii. Except where the transfer is made pursuant to Sub-Article (vi) and (viii) hereof, the members proposing to transfer any shares (hereinafter called "the proposing transferor" shall give notice in writing (hereinafter called a "transfer notice" to the company that the desires to transfer the same. Such notice shall specify the sum he or she fixes as the fair value and shall constitute the

Company his or her agent for the sale of the share to any member of the Company (or person selected as aforesaid) willing to purchase the share herein after called "the purchasing member" at the price so fixed or at the option of the purchasing member, at the fair value to be fixed by the auditor in accordance with Sub-Article (vi) hereof. A transfer notice may include several shares, and in such case shall operate as if were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

- iii. If the company shall within the space of twenty- eight days after being served with a transfer notice, find a purchasing member and shall be bound upon payment of full fair value as fixed in accordance with Sub-Article (ii) or (iv) hereof, to transfer the shares to the purchasing member.
- iv. In case any differences arises between the proposing transferor and the purchasing member as to the fair value of shares, the Auditor (for the time being of the Company) shall, on the application of the party, certify in writing the sum which in his opinion, is the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not an arbitrator, and accordingly the Arbitration Act (Chapter 49, of the Laws of Kenya) shall not apply.
- v. If in case of the proposing transferor shall be deemed to have appointed any one Director or Secretary of the company as his agent of execute a transferor of the share to the purchasing member shall thereupon cause the name of the purchasing member to be entered in the register as the holder of shares and shall hold the purchase money in trust for the proposing transferor.
- vi. If the Company shall not within the space of twenty eight days after being served the transfer notice find a purchasing member and giving notice in the manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty subject to Sub-Article (ix) hereof, to sell and transfer the share (or where there are more shares than one those not placed) to any person and at any price.
- vii. The company in general meeting may make and from time to time vary rules as to the mode which any shares specified in any transfer notice shall be offered to the

members, and so to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same until otherwise determined every such share shall be offered to the members in such proportion and in such manner, as provided by Article 5 hereof.

- viii. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew niece, wife or husband of such member, and a share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew niece, widow or widower of such deceased member and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of the will, and shares standing in the name of the trustee of the will of any deceased member may be transferred upon any charge of trustees for the time being of such will, and the restriction in Sub-Article (I) hereof shall not apply to any transfer authorized by this Sub-Article.
 - ix. The Directors may refuse to register any transfer of a share (a) where the company has a lien on the share or (b) where the Directors are not of the opinion that it is desirable to admit the proposed transferee to membership but paragraph (c) of this Sub-Article such not apply where the proposed transferee is already a member, nor to a transfer made pursuant to Sub-Article (viii) hereof.
 - x. Notwithstanding the foregoing Sub-Articles, transfer of shares in the Company may be made to any person at any price or for any or not consideration provided that all the members of the company agree thereto in writing.
10. a) Subject to the provisions of Article 9 hereof, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- b) Every member who desires to transfer any share or shares (hereinafter called "the Vendor,") shall give to the Company notice in writing of such desire (hereinafter called "transfer notice"). Subject as hereinafter mentioned, a transfer notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") to Members other than the Vendor at a price to be

agreed upon by the Vendor and the Directors or, in case of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that, unless all the shares comprised therein are sold by the Company pursuant to this Articles, none shall be sold and any such provision shall be binding on the Company.

- c) Upon the price being fixed as aforesaid and provided the Vendor shall not give notice of cancellation as aforesaid

the Company shall forthwith by notice in writing inform each such member other than the Vendor of the number and price of the said and invite each such member to apply in writing to the Company within Twenty-one (21) Days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application;

- d) If the auditor is asked to certify the fair price as aforesaid, the Company shall, as soon as it receives the auditor's certificate, furnish a certificate copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within 10 days of the service upon him of the said certified copy, to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case, he shall bear the said cost.

- e) If the said members shall within the said period of Twenty-One days apply for all or (except where the transfer notice provided otherwise), any of the said shares, the Directors shall allocate the said shares or so many of them as shall be applied for as aforesaid, to or amongst the applicants and in case of competition prorate (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid. The Company shall forthwith give notice of such allocations (hereinafter called "an allocation notice,") to the Vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than Fourteen and not later than Twenty-eight (28) days after the date of the notice) at which the sale of the shares so allocated shall be completed.

- f) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the Purchasers named therein at the time and place therein specified and if he shall fail to do so, the

Chairman of the Company for some other person appointed by the Directors shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, transfers of the shares to the Purchasers thereof against payment of the price of the Company. On payment of the price to the Company, the Purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the Purchaser shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

- g) During the six months following the expiry of the said period of Twenty-one days referred in Article 10 (c) hereof, the Vendor shall, subject nevertheless to the provisions of Article 11 hereof, be at liberty to transfer to any persons.

Article 10 (b) hereof any shares not allocated by the Directors in an allocation notice provided that, if the Vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this Article, none should be sold, the Vendor shall not be entitled, say with the written consent of all the other Members of the Company, to sell hereunder only some of the shares comprised in his transfer notice.

11. The rights of pre-emption hereinbefore conferred in Article 10 shall not apply to:-
- a) any transfer approved in writing by all the Members;
 - b) any transfer by a member to the spouse, the child or remoter issue, brother, sister or parent of that member;
 - c) any transfer by the trustees, executors or administrators of the deceased member to the new trustees, executors or administrators upon any change thereof;
 - d) any transfer by the personal representative of a deceased member to the widow, widower, child or remoter issue, brother, sister or parent of that deceased member;
 - e) any transfer by a corporate member to a Company formed to acquire the whole or a substantial part of the undertaking and assets of such corporate member as part of the scheme of amalgamation or reconstruction.

12. The Directors may decline to register:-

- a) any transfer of any share on which the Company has a lien;
- b) any transfer of any share to a person of whom they do not approve, and
- c) any transfer of any share the registration of which would cause the number of members to exceed the maximum permitted by Regulation 2 of Part I of Table "A" provided that the provisions of Paragraph (b) of this Article shall not apply to any transfer made pursuant to Article 10 or 11 hereof. Regulation 3 of Part II of Table "A" shall not apply.

TRANSMISSION OF SHARES

13. The proviso to Regulation 32 of Part I of Table "A" shall not apply.

FORFEITURE OF SHARES

14. In Regulation 35 of Part I of Table "A" the words "and such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture" shall be added after the word "effect."

ALTERATION OF CAPITAL

15. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the Resolution shall prescribe. Unless otherwise determined by Special Resolution, any new shares from time to time thus created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them respectively. such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after expiration of such time or on the receipt of an intimation from the person to whom the offers is made that he declines to accept the shares offered, the directors may, subject to these articles, dispose of the same in such manner, as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in their opinion be conveniently offered in manner by this Article provided. Regulation 44 of Part I of Table "A" shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

16. 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. A quorum shall consist of two members present in person or by proxy or attorney or (in the case of corporation) represented in accordance with Article 20 hereof. One person whether a member or not, although representing as proxy or attorney any number of members, shall not constitute a quorum. Regulation 4 of Part II of Table "A" shall not apply.
17. At General Meetings, a Resolution put to the 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 of the meeting or by any one member present in person or by proxy or attorney or (in the case of a corporation) presented in accordance with Article 16 hercof. Unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried by a particular majority and an 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 or proportion of the vote recorded in favor of or against such Resolution. The demand for a poll may be withdrawn. Regulation 58 of Par I of Table "A" shall not apply.

VOTES OF MEMBERS

18. On a show of hands, every member present in person or by proxy or attorney or (in the case of a corporation) represented in accordance with Article 16 hereof shall be entitled to one vote. On a poll, every member shall have one vote for every share of which he is the holder. Regulation 62 of Part I of Table "A" shall not apply.
19. No member shall be entitled to receive any dividend or to be present or to vote on any question, either personally or by proxy or attorney at the General Meeting or on a poll or to be reckoned in quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person. Regulation 65 of Part I of Table "A" shall not apply.

DIRECTORS

20. The number of Directors shall be not less than two and, unless and until otherwise determined by the Company in General Meeting, shall not exceed seven. The first Directors shall be appointed in writing by the Subscribers to the Memorandum of Association. Regulation 75 of Part I of Table "A" shall not apply.

21. The Directors (other than those Directors whose remuneration is determined by agreement between the Company and such Directors) shall be entitled to such remuneration as shall, from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors as they may, by resolution, determined of failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period which he has held office during such year. The Directors including Alternate Directors, shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses incurred while engaged on the business of the Company. Regulation 76 of Part I of Table "A" shall not apply.
22. Any Director who, by request, performs special services or goes or resides abroad on behalf of the Company may be paid such extra remuneration (whether by way of lump sum, salary, commission percentage or profits or otherwise) as the Directors may determine.
23. A Director need not be a shareholder but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company. Regulation 77 of Part I of Table "A" shall not apply.
24. a) Any Director may appoint another Director or any other person approved by the Directors to be in his place at any meetings of the Directors at which he is unable to be present. Such appointee shall be entitled, in the absence of his appointer, to exercise all the rights and powers of a Director and to attend and vote at meetings of the Directors at which his appointer is not personally present and, where he is a Director, to have a separate vote on behalf of his appointer in addition to his own vote. A Director may, at any time, revoke the appointment of an Alternate appointed by him. The appointment of an Alternate shall be revoked, ipso factor, if his appointer ceases for any reason to be a Director. Every appointment and revocation under this Article shall be effected by notice in writing under the hand and appointer served on the Company and on such Alternate Director.
- b) The remuneration of an Alternate Director shall be payable out of the remuneration of his appointer and shall be such proportion thereof as shall be agreed between them.
- c) An Alternate Director, whose appointer is a member of the Company, shall, in the absence of direction to the contrary in the instrument appointing him, be entitled to receive notice of and to vote at General Meetings of the Company as if he had been appointed a proxy of his appointer under the provisions of these Articles.

BORROWING POWERS

25. The proviso to Regulation 79 of Part I of Table "A" shall not apply.
- 25A The Directors may, from time to time, raise or borrow or may themselves lend such sum or sums of money for the purpose of the company's business as they may in their absolute discretion think fit, and may secure the repayment of or raise any sum or sums as aforesaid by way of mortgage or charge upon the whole or any part of the assets and property of the company present and future including its uncalled for or unissued capital, or any part thereof (Inserted through a special resolution passed on 26th February 2010).

POWERS AND DUTIES OF DIRECTORS

26. A Director may vote in respect of any contract or proposed contract notwithstanding that he may be interested and if he shall do so his vote shall be counted. Such a Director shall also be included in the number of Directors constituting a quorum at any meeting of the Directors notwithstanding the fact that such contract or proposed contract may be considered thereat, paragraph (2) and (4) of Regulation 84 of Part I of Table "A" shall not apply.
27. The Directors shall cause Minutes to be made, in books provided for the purpose, recording in respect of every meeting of the Company, of the Directors and of Committees of Directors the names of all persons present and all resolutions and proceedings at such Meeting. The Minutes of every such meeting shall be read at the next meeting of the Company, of the Directors or of the Committee if necessary, and approved by the meeting and, once so signed, shall be prima facie evidence of the matters stated therein. Regulation 86 of Part I of Table "A" shall not apply.
28. The Directors may grant retiring pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company whether as managing Director or in any other office of employment under the Company or indirectly as an officer or employee of any subsidiary Company of the Company or of its holding Company (if any) notwithstanding that he may be or may have been a Director of the Company and the Directors may make payments towards insurance or trusts for such purpose in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Part I of Table "A" shall not apply.

DISQUALIFICATION OF DIRECTORS

29. A Director shall cease to hold office as such if:-
- a) he is removed from office pursuant to Regulation 96 of Part I of Table "A" or Article 29 hereof;
 - b) he resigns his office by notice in writing to the Company;
 - c) he becomes bankrupt or makes any arrangement or composition with his creditors generally;

- d) he becomes prohibited from being a Director by reason of any order made under Section 189 of the Act; or
- c) he becomes of unsound mind.

Regulation 88 of Part I of Table "A" shall not apply.

- 30. Every Director shall remain in office until his office is vacated in accordance with Article 29 hereof. Regulation 89 to 94 inclusive of Part I of Table "A" shall not apply.
- 31. The Director shall have power, at any time and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed by these Articles. Regulation 95 of Part I of Table "A" shall not apply.
- 32. In addition and without prejudice to the provisions of Section 185 of the Act, the Company may, at any time, by Special Resolution, appoint another Director from office and may, by Ordinary Resolution, appoint another Director in his stead without prejudice to the powers of the Directors under Article 32; the Company in General Meeting may also at any time appoint any person to be a Director either to fill a casual vacancy or as an additional Director provided that notice of such appointment shall be given to all Directors and Alternate Directors. Regulation 97 of Part I of Table "A" shall not apply.

PROCEEDINGS OF DIRECTORS

- 33. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors. Notices of all meetings of the Directors shall be given to all Directors and Alternate Directors. Regulation 98 of Part I of Table "A" shall not apply.
- 34. A resolution in writing signed or approved by letter, telegram or telex by each Director or his Alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and when signed, may consist of several documents, signed by one or more of the persons aforesaid. Regulation 106 of Part I of Table "A" shall not apply.

MANAGING DIRECTOR

35. The Director may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into any particular case, may revoke such appointment. Subject to the terms of any such agreement as aforesaid, the appointment of a Director so appointed shall be automatically determined if he ceases from any cause to be a Director. Regulation 107 of Part I of Table "A" shall not apply.

DIVIDENDS

36. The Directors may retain any dividend or other payable on or in respect of a share on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
37. The company in general meeting may at any time from time to time resolve that any surplus moneys in the hands of the company representing capital profits arising from the receipts of moneys received or recovered in respect of or arising from the realization of any capital assets of or any investments representing the same and not enquired for the payment or provision of any fixed preferential dividends instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same if it had been distributed by way of achievement provided always that no such profits as aforesaid shall be so distributed unless others shall remain in the hands of the company a sufficiency or other assets to answer in full the whole of the liabilities paid up share capital of the company for the time being.
38. All dividends unclaimed for one year after having been declared may be invested or otherwise made use by the Directors for the benefit if the company shall not be constituted a trustee in respect thereof all dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the company.

NOTICES

39. Any notice or document may be served by the Company on any Member either personally or by sending it through the post, by airmail where such service is available in prepaid cover addressed to such member at his address as appearing in the Register of Members. Where a notice is sent by post it shall be deemed to have been served on the Fifth day after the day on which it was posted. Regulation 131 of Part I of Table "A" shall not apply.

40. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post, in a prepaid cover addressed to them by name or by the title of representative of the deceased or trustee of the bankrupt, or any like description, at the address supplied for the purpose by the persons claiming to be so entitled or (until such an address has been supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Regulation 133 of Part I of Table "A" shall not apply.
41. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 402 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall however only have effect in so far as its provisions are not avoided by Section 206 of the Act.

SEAL

42. The seal shall not be affixed to any instrument except by the authority of a resolution of two Directors or at least one Director and the secretary or some other persons approved by the Board, and the Directors or the Director and the secretary or any other person as the case may be, shall sign every instrument to which the seal is so affixed in their presence.

WINDING UP

43. If the company shall be wound up the liquidator, may with the sanction of a special resolution of the sanction required by Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability



INDEMNITY


44. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur-in or about the execution of the duties of his office or otherwise in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 402 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 206 of the Act.

ARBITRATION - DIFFERENCE TO BE REFERRED

45. 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 the stature or touching anything then or thereafter done, executed, omitted, or suffered in pursuance of these Articles or any claim on account of any such alleged breach or otherwise relating to the premises, or to these Articles or to any statute affecting the Company, or to any of the affairs of the Company, every such differences 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.

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

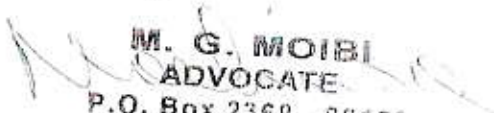
Names, Postal Address and Occupation of Subscribers	Signature of Subscriber
Dr. Benson Mutisya Muthui P.O. Box 63588 - 00619 NAIROBI	
Dr. Irene Ndunge Maingi P.O. Box 635 - 00619 NAIROBI	
TOTAL SHARES TAKEN	1,000 (one thousand ordinary shares)

I Certify That This is a True Copy
 Date: 18/04/2023

 Registrar of Companies

DATED this _____ day of _____ 2007.

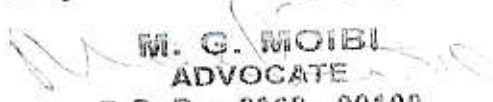
Amended this 2nd day of March 2010

WITNESS to the above signatures:-


 M. G. MOIBI
 ADVOCATE
 P.O. Box 2360 00100

CERTIFICATE UNDER THE COMPANIES REGULATIONS

Certified that the above Articles of Association of **NIKIFARM CARE EAST AFRICA LIMITED** has been produced by the process of Xerography.


 M. G. MOIBI
 ADVOCATE
 P.O. Box 2368 - 00100
 NAIROBI