

MODEL MEMORANDUM FOR A COMPANY WITH SHARE CAPITAL

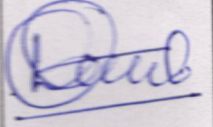
MEMORANDUM OF ASSOCIATION

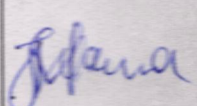
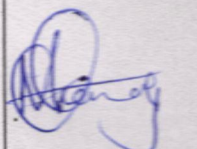
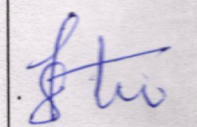
THIS IS THE MEMORANDUM OF ASSOCIATION OF: **GISBORNE INVESTMENT LIMITED**

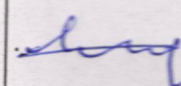
Company Application no. **PVT-AAADCO9**

EACH SUBSCRIBER TO THIS MEMORANDUM OF ASSOCIATION WISHES TO FORM A COMPANY UNDER THE COMPANIES ACT, 2015 AND AGREES TO BECOME A MEMBER OF THE COMPANY AND TO TAKE AT LEAST ONE SHARE.

THE NAME AND ADDRESS OF EACH SUBSCRIBER:

Names, postal address and occupation of subscribers	Number of shares taken	Nominal value of shares taken	Class of shares taken	Rights (if any) attached to each class of shares	Signature of subscriber
LAWRENCE KIBAARA P.O.BOX P. O. BOX 64772- 00620 NAIROBI	1	1000	ORDINARY	VOTING RIGHTS. RIGHTS TO DIVIDENDS	
MESHACK M. MACHARIA P.O.BOX P. O. BOX 64772 - 00620 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
BENJAMIN MUGAMBI NJERU P.O.BOX P. O. BOX 50343 - 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
MOSES NJUE P.O.BOX P. O.BOX 1004990 - 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	

ERIC MACHARIA MUTHINJI P.O.BOX P. O. BOX 60321 - 00200 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
JAPHET MWEBIA M'RINGERA P.O.BOX P. O. BOX 1211 RIURU	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
LINAS THAINE ATHINYA P.O.BOX P. O. BOX 30213 - 60200 MERU	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
GEORGE MATHENGE KINYUA P.O.BOX P. O. BOX 46425 - 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
STEPHEN KARANI RUTERE P.O.BOX P. O. BOX 64772 - 00620 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
STEPHEN MITHAMO MURIITHI P.O.BOX P. O. BOX 556 - 00300 NAIROBI	1	100	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
SAMMY OBWASO LIKHALI P.O.BOX P. O.BOX 4087- 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	

FELIX MWITI MUGAMBI P.O.BOX P. O. BOX 9821 - 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
BERNARD NGORE M'MUTIRITHIA P.O.BOX P. O. BOX 7605 - 00100 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	
ANTHONY GITONGA KIRIMI P.O.BOX P. O. BOX 64772 - 00620 NAIROBI	1	1000	ORDINARY	RIGHT TO VOTE, RIGHT TO DIVIDEND	

HALAKE RAMBO MUTHOGA & MUIRURI ADVOCATES

Dated: 23 February
2017

