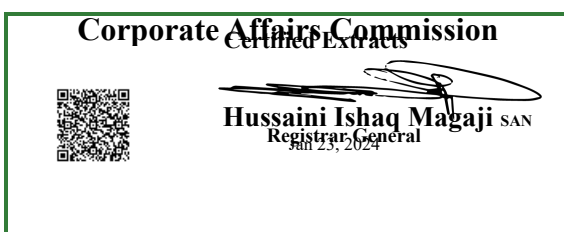


**FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 2020
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF**

FINEBREED HEALTH AGENCY AND ACADEMY INTL LTD

1. The name of the Company is: **FINEBREED HEALTH AGENCY AND ACADEMY INTL LTD**
2. The Registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
 - A. To Engage In The Business Of Treatment Of Persons Suffering From Illness Or Mental Defect Or For Reception And Treatment Of Persons Requiring Medical Attention Or Rehabilitation, Running Of Homes For Wellness And Well-being. Running Of Elderly Homes And Orphans Homes.
 - B. To Establish, Maintain And Operate Laboratories For The Purpose Of Carrying On Chemical, Physical And Other Research In Machineries, Chemistry, Industry Or Other Related Fields.
 - C. To Set Up Hospitals, Nursing Homes And Healthcare Centers And Provide, Encourage, Initiate Or Promote Facilities For The Discovery, Improvement Or Development Of New Methods Of Diagnosis, Understanding And Prevention And Treatment Of Diseases. Organization Of Health Conferences, Seminars, Workshops, Health Capacity Building And Health Screenings, Planning And Executive Of Health, Health Related And Safety Contracts, Training And Certification Services.
 - D. To Engage In The Business Of Sales And Distribution Of Medical, Biomedical And Pharmaceutical Equipment, Procurement And Supply Of Safety Wares, And Safety Gadgets And Provide Medical Relief To The Public In All Branches Of Medical Schemes By All Available Means.
 - E. To Engage In The Business Of Recruitment For Full Or Locum Job Placement For Medical Doctors, Nurses, Pharmacists And Medical Scientists Locally And Internationally, Recruitment For Full Job Placement Locally And Internationally For Health Officers.
 - F. To Engage In The Business Of Training Of Middle And Low Cadre Health Personnel Including But Not Limited To The Following, Certified Caregivers, Certified Nursing Assistants, Certified Health Assistants, Certified Theatre Nursing Assistants, Medical Lab Assistants, Medical Lab Technicians, Pharmacy Assistants, Pharmacy Technicians, Community Mobilization Officers, Environment Health Officers, Community Health Officers Chos, Health Facility Managers, Medical Record Officers, Medical Information Officers, Dental Nursing Assistants, Ophthalmic Nursing Assistants, Basic Life Support, Advanced Life Support, Medical Imaging, Dietetics, Community Health Extension Workers, Chew, Psychiatric Nursing Assistants, Emergency Medical Technicians, Massaging Therapists, Physiotherapy Technicians, Recruitment Of Trained Health Personnel, Running Of Homes, Running Of Hospitals Running Of Laboratories.



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- 4. The Company is a Private_company_limited_by_shares
- 5. The liability of the members is Private_company_limited_by_shares
- 6. The nominal share capital of the Company is ₦1,000,000.00 divided as follows:

Total ORDINARY ₦1,000,000.00 (ONE MILLION NAIRA) divided into 1000000 of 1 each

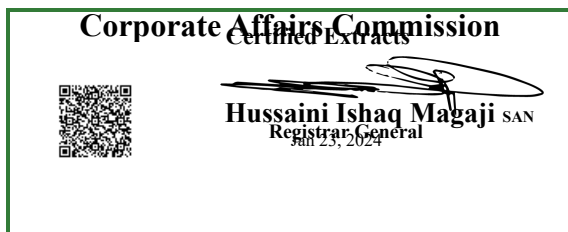
We, the several persons whose names and addresses are subscribed hereunder, are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
1	<p>Name: WABOSO IDAWARIFAA FELIX</p> <p>Address: OKILTON DRIVE OFF OKILTON JUNCTION BY ADA GEORGE RD</p>	700,000
2	<p>Name: WABOSO IHUOMA CAROLINE</p> <p>Address: OKILTON DRIVE OFF OKILTON JUNCTION BY ADA GEORGE RD</p>	300,000

Dated this 9 Day of October 20 23

Particulars of witness to the above signatures:

1. **Name of Witness:** HARRY AYANATE
Address of Witness: DANJUMA DRIVE, TRANS-AMADI
Occupation of Witness: LEGAL PRACTITIONER



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**FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 2020
COMPANIES LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF**

FINEBREED HEALTH AGENCY AND ACADEMY INTL LTD

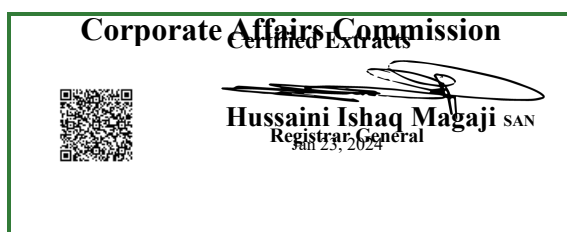
DECISION-MAKING BY SHAREHOLDERS

Attendance and Speaking at General Meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Chairing General Meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within five minutes of the time at which a meeting was due to start—
 - a. the directors present, or



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- b. (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- c. The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and Speaking by Directors and Non-Shareholders

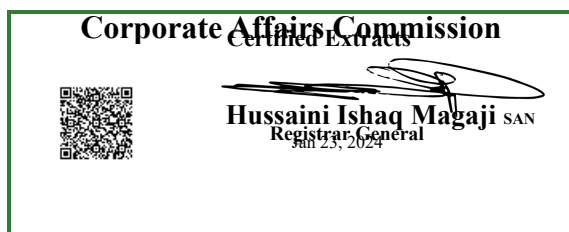
- (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not—
 - a. shareholders of the company, or
 - b. otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

Adjournment

- (1) If the persons attending a general meeting within one hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 - a. the meeting consents to an adjournment, or
 - b. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - a. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - b. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting and the business to be transacted shall be given as in the case of the original meeting.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

ADMINISTRATIVE ARRANGEMENTS

Indemnity



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- (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company’s assets against—
 - a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - b. any liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- (3) In this article—
 - a. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - b. a “relevant director” means any director or former director of the company or an associated company.

Insurance

- (1) The company may purchase and maintain insurance for the benefit of any relevant director in respect of any relevant loss .
- (2) In this article—
 - a. a “relevant director” means any director or former director of the company or an associated company,
 - b. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
 - c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER SIGNATURE

{{subscriber::name
address
occupation
date}} & {{signature}}

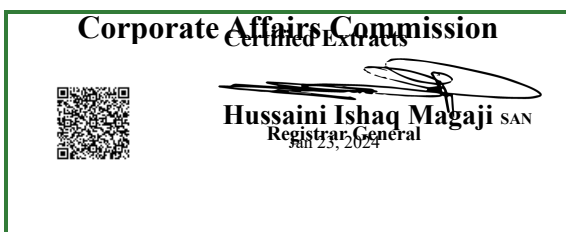
WITNESS

{{witness::name
address
signature
date}}

SHARES AND DISTRIBUTIONS

Authority to Capitalise and Appropriation of Capitalised Sums

- (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—



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- a. decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company’s share premium account or capital redemption reserve; and
- b. appropriate any sum which they so decide to capitalise (a “capitalised sum”) to the persons who would have been entitled to it if it were distributed by way of dividend (the “persons entitled”) and in the same proportions.

(2) Capitalised sums must be applied—

- a. on behalf of the persons entitled, and
- b. in the same proportions as a dividend would have been distributed to them.

(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

(5) Subject to the articles the directors may—

- a. apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
- b. make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- c. authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

DIRECTORS

Directors’ General Authority

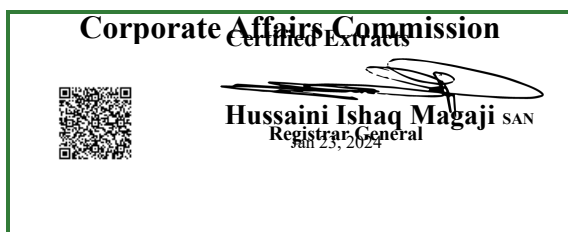
- Subject to the articles, the directors are responsible for the management of the company’s business, for which purpose they may exercise all the powers of the company

Shareholders’ Reserve Power

- —(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors May Delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—



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- a. to such person or committee;
- b. by such means (including by power of attorney);
- c. to such an extent;
- d. in relation to such matters or territories; and
- e. on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

• (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. —(1) In these articles. Unless the context requires otherwise -

“Act” means the Companies and Allied Matters Act, 2020 (CAMA)

“articles” has the meaning given in the Act;

“director” has the meaning given in the Act and includes any person occupying the position of director, by whatever name called;

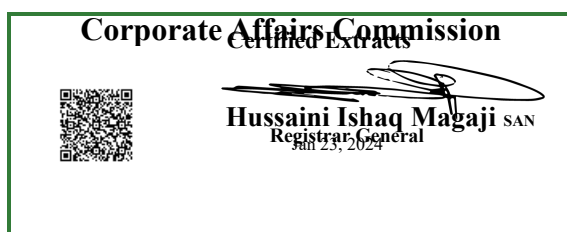
“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 39;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the following meaning:

1. documents or information sent or supplied by electronic means for example by email or software by other means while in an electronic form (for example sending disk by post), and references to electronic copy shall have a corresponding meaning and a document or information is sent or supplied by electronic means if it is sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage



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of data and entirely transmitted, conveyed and received by wire, by radio, by optical means or by electromagnetic means; references to electronic means shall have a corresponding meaning;

2. a document or information authorized or requested to be sent or supplied in an electronic form must be sent or supplied in a form and by a means the sender or supplier reasonably considers will enable the recipient to read and retain a copy of it; and for this purpose, a document or information can be read only if it can be read with the naked eye, or to the extent that it connotes images (for example photographs, pictures, maps, plans or drawings) it can be seen with the naked eyes;

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

“hard copy form” means a document or information sent or supplied in hard copy form or in a paper copy or similar form capable of being read and a reference to hard copy has a corresponding meaning;

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

“instrument” means a document in hard copy form;

"manager" in relation to disclosure of remuneration at annual general meeting includes any person by whatever name called occupying a position in senior management and who is vested with significant autonomy, discretion, and authority in the administration and management of the affairs of a company (whether in whole or in part);

“ordinary resolution” has the meaning given in section 258 (1) of the Act;

“paid” means paid or credited as paid;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 45;

“shareholder” means a person who is the holder of a share;

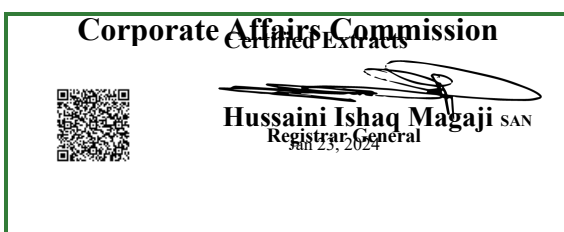
“shares” means shares in the company;

“special resolution” has the meaning given in section 258 (2) of the Act;

“subsidiary” has the meaning given in section 381 of the Act;

“transmittee” means a person becoming entitled to a share in consequence of the death or bankruptcy of a member and in accordance with section 179 of the Act; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form



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or otherwise.

(2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the CAMA, 2020 as in force on the date when these articles become binding on the company.

Liability of Members

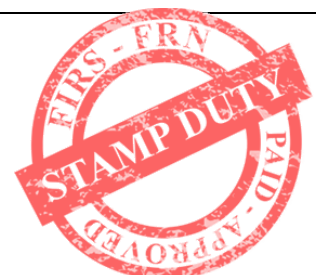
2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
1	Name: WABOSO IDAWARIFAA FELIX Address: OKILTON DRIVE OFF OKILTON JUNCTION BY ADA GEORGE RD Name: WABOSO IHUOMA CAROLINE	700,000
2	Address: OKILTON DRIVE OFF OKILTON JUNCTION BY ADA GEORGE RD	300,000

Dated this 9 Day of October 20 23

Particulars of witness to the above signatures:

1. **Name of Witness:** HARRY AYANATE
Address of Witness: DANJUMA DRIVE, TRANS-AMADI
Occupation of Witness: LEGAL PRACTITIONER



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