

CERTIFIED TRUE COPY

THE REPUBLIC OF UGANDA

THE COMPANIES ACT 2012



THE COMPANIES (SINGLE MEMBER) REGULATIONS, 2016.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

FORTUNETECH SMC LIMITED

THE REPUBLIC OF UGANDA
THE COMPANIES ACT NO. 1 OF 2012

MEMORANDUM AND ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY
SHARES

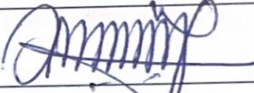
MEMORANDUM OF ASSOCIATION OF FORTUNETECH SMC LIMITED.

1. The name of the company is "**FORTUNETECH SMC LIMITED**"
2. The registered office of the company will be situated in Uganda.
3. The Objects for which the Company is established are:
 - 3.1. To establish and carry on in Uganda and elsewhere the business of providing financial technology services, software application, data management, payment and/or transaction related services to any person, entity, firm, company, bank or body corporate including developing, improving, designing, marketing, distributing or licensing software and programmed products and hardware and other infrastructure and facilities/services that aid the process of (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by physical or electronic means, whether by using computers, automated machines network, mobile devices or by any other modes of communication in financial and other products or services.
 - 3.2. To carry on the business of adopting advanced technological tools as well as modern enterprise management mechanism, and to establish and help organizations, banks and financial institutions and their customers alike to conduct transactions electronically through secure electronic channels including cards and other devices, so as to realize the full potential of technology and services and further the development of India's Payments system industry.
 - 3.3. To provide payment technology solution and services for retail /wholesale banking needs for financial institutions and businesses.
 - 3.4. To carry out the business of operating and servicing retail terminals (Automatic Teller Machines or ATM/ Point of Sale or PoS) that includes owning and operating and/or maintenance of ATMs/PoS facilities.
 - 3.5. To provide payment services for new generation customers by innovative means.
 - 3.6. To carry on business of Pre paid instruments(PPI) payment instruments, offer semi closed wallet that facilitate purchase of goods and services against the value stored on such instruments.

- 3.7. To establish and run technology infrastructure services for customers for electronic payments, to provide advance electronic payment technologies and specialized services related to electronic payments and services, conduct technological innovation for electronic payments, to manage and operate EPS(Electronic Payment and Services) brand ,to help formulate operational regulations and technical standards for electronic payment transactions, with all stake holders within the laws of the land, to organize training courses and seminars for the payment industry in Uganda, improve international exchange and to conduct research and advisory services.
- 3.8. To provide payment processing and related services such as PoS outsourcing, remittance, card- processing, etc.
- 3.9. To do all business of Web Hosting, Domain Registration, Search Engine Optimization, Email marketing, Customized web designing, Software development and solutions, Payment gateway solutions, E-Commerce and to act as complete online payment solution services Provider to enable the Merchants to accept payments from their customers on their website via credit cards, to facilitate online transaction safely. To provide solutions in areas of online transaction fraud detection and risk mitigation, Web based interface and provide all related services.
- 3.10. To act as consultants , market research consultants, business transfer agents relating to web Hosting , Domain Registration, Search engine optimization, Email marketing, Customized web designing, Software development & solutions, Payment gateway solutions, E-Commerce and to act as intermediaries in the introduction of sellers, purchasers, partners and employers. Import and Export, Electronic Money Transfer.
- 3.11. To, purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest, whatsoever and to hold, develop, work cultivate, deal with and turn to account, concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for the business of the Company.
- 3.12. To do all such other things as are incidental or conducive to the attainment of these objects.
4. Nothing in this Memorandum shall permit the Company to carry on a business for which a license is required under the laws of Uganda or any

- other jurisdiction where the Company establishes operations unless duly licensed.
5. The liability of the members is limited.
 6. The share capital of the company is 10,000,000/= (Ten Million Shillings only) divided into 100 ordinary shares of 100,000/= shillings each.

WE, the several persons whose names and addresses are subscribed, desire to be formed into a company, under this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
FORTUNE 500 KLUB LIMITED	100	

Dated day of, 20.....

WITNESS TO THE ABOVE SIGNATURES:

Name in Full:

CHANNAT BRIAN GEORGE CATES

Signature:



Address:

Occupation:




ARTICLES OF ASSOCIATION OF FORTUNETECH SMC LIMITED.

- Adopt table A Part II of Companies Act 2012
 Adopt table A Part II of Companies Act 2012 with modification (Attach the modification¹)

WE, the several persons whose names and addresses are subscribed, desire to be formed into a company, under this Articles of association.

Names, postal addresses and occupations of subscribers Signature of subscribers

NAMES AND OCCUPATION OF SUBSCRIBERS	POSTAL ADRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
FORTUNE 500 KLUB LIMITED		100	

Dated day of, 20.....

WITNESS TO THE ABOVE SIGNATURES:

Name in Full: CHANNAT BRIAN GEOFFREY

Signature: _____

Address: _____

Occupation: _____

