




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

MEMORANDUM AND ARTICLES OF ASSOCIATION FOR A SINGLE MEMBER COMPANY
MEMORANDUM OF ASSOCIATION OF ROYALTY VANTIROX UG - SMC LTD.

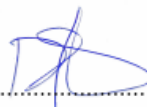
1. The name of the company is “ ROYALTY VANTIROX UG - SMC LTD”
2. The registered office of the company will be situated in Uganda.
3. The objects for which the company is established are “
 1. a) To carry on the business of building and civil engineering contractors, including the construction of residential, commercial, and industrial buildings.
 2. b) To undertake infrastructure development projects including roads, bridges, dams, drainage systems, and other public works.
 3. c) To provide general construction services including renovation, remodeling, maintenance, and repair of buildings and structures.
 4. d) To manufacture, purchase, supply, and deal in construction materials including cement, bricks, steel, aggregates, and related products.
 5. e) To carry on the business of project management, engineering consultancy, architectural design, quantity surveying, and supervision of construction works.
 6. f) To hire, lease, or acquire construction machinery, equipment, and tools and to provide equipment leasing services.
 7. g) To engage in real estate development including land acquisition, planning, development, and sale or lease of developed properties.
 8. h) To enter into contracts with governments, corporations, institutions, or individuals for construction and infrastructure projects.
 9. i) To employ, train, and manage skilled and unskilled labor required for construction and related services.
 10. j) To carry on any other lawful business or activity which is incidental or conducive to the attainment of the above objectives.
4. The liability of the member is limited.
5. The authorized Capital of the Company is UGX 1,000,000 divided into 100 ORDINARY shares of 10,000, UGX each

I, whose name, postal address and occupation is hereto subscribed is desirous of being formed into a company in pursuance of this Memorandum of Association and to take the number of shares in the capital of the company set opposite my name.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBER
OGWAL SAMWIRI	ORDINARY : 100	
PASTOR	TOTAL : 100	
Total shares taken	100	

Dated the 16th day of April , 2026

Witness to the above signatures



Full name : KABAKKO ISAAC

Address : KAMPALA RUBAGA

Occupation : LAWYER




REGULATION 5(2) FIRST SCHEDULE

REGULATIONS (ARTICLES OF ASSOCIATION) FOR THE MANAGEMENT OF A SINGLE MEMBER COMPANY

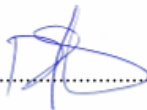
- Adopt Regulation 5(2) First Schedule of the Companies (Single Member) Regulations No.72 of 2016
- Adopt Regulation 5(2) First Schedule of the Companies (Single Member) Regulations No.72 of 2016 with modifications (Attach the modifications)

I, the person whose name, address and description are hereunto subscribed are desirous of being formed into a company in pursuance of these Articles of Association

NAME, ADDRESSES, AND OCCUPATION OF SUBSCRIBER	SIGNATURE
OGWAL SAMWIRI PASTOR	

Dated the 16th day of April, 2026

Witness to the above signatures



Full name : KABAKKO ISAAC

Address : KAMPALA RUBAGA

Occupation : LAWYER

Recommended, not more than 2 pages