ELSABI Micro Finance Institution Share Company



Memorandum of Association



February 2022 Addis Ababa, Ethiopia ELSABI MICRO FINANCE INSTITUTION S.C <u>MEMORANDUM OF ASSOCIATION</u>

PREAMBLE

We the shareholders whose names, nationalities and address are stated below in article two have established a Micro finance institution that name is specified in article one below in accordance with the commercial code of Ethiopia proclamation No. 1243/2021, the micro finance proclamations no. 626/2009, laws and regulationsissued by the National Bank of Ethiopia and other various laws, regulations and Directives issued by microfinance regulatory body and this Memorandum of Association.

ARTICLE 1 NAME OF THE INSTITUTION

The name of the Institution shall be called "Elsabi Micro Finance Institution Share Company" (Elsabi Micro Finance).

ARTICLE 2 NAME, NATIONALITY ADDRESS & DETAILS OF SHAREHOLDING OF THE FOUNDING MEMBERS OR SHAREHOLDERS

The name, nationality, address and the number of their shareholdings are states as follows:



Name of share holder El Auto Engineering & Trading plc Elent Technology olc GudinaTumsa Foundation Ato Tokkicha Alemayehu Ketema	pian Ethiopian Ethiopian Nationality	A.A A.A	Bole Bole Sub-city	Moreda 07	New New House No	Number of shares shares subscribed	Par-Value of oneshares/Bir	20,000,000 Subscribed capital capital	Total Paid-up
Engineering & Frading plc Elent Technology blc GudinaTumsa Foundation Ato Tokkicha	Ethiopian Ethiopian	A.A	Bole						
GudinaTumsa Foundation Ato Tokkicha	Ethiopian			07	New	16,000	1000	16,000,000	4 000 000
Foundation Ato Tokkicha	17 - 32	A.A	ole		1				4,000,000
0	pian		B	07	New	2000	1000	2,000,000	500,000
	Ethiopian	A.A	Bole	01	2132	20,000	1000	20,000,000	5,000,000
Ato Naol Biratu Sukessa	Ethiopian	A.A	Kolfe	13	359	1,600	1000	1,600,000	400,000
Ato Bekele Abebe Chere	Ethiopian	A.A	Legetafo	08	1270	2,000	1000	2,000,000	500,000
V/ro Lensa Gudina	American	A.A	Bole	01	2132	2000	1000	2,000,000	500,000
V/ro Aster Gudina	Germany	A.A	Bole	01	2132	2,000	1000	2,000,000	500,000
Or. Chaltu Abera Temaneh	Ethiopian	A.A	Gulale	10	New	400	1000	400,000	100,000
Caxiye Savings & Credit Cooperative ociety With imited Liability	Ethiopian	A X 1201	Bole	07 07 4 STUBELLI	New Chi	4,000	1000	4,000,000	1,000,000
V	//ro Lensa Gudina //ro Aster Gudina r. Chaltu Abera emaneh axiye Savings & redit Cooperative ociety With	to Bekele Abebe here //ro Lensa Gudina //ro Aster Gudina r. Chaltu Abera emaneh axiye Savings & redit Cooperative ociety With	to Bekele Abebe here //ro Lensa Gudina //ro Aster Gudina //ro Aster Gudina A.A //ro Aster Gudina r. Chaltu Abera emaneh axiye Savings & redit Cooperative ociety With A.A	to Bekele Abebe here //ro Lensa Gudina //ro Aster Gudina R. Chaltu Abera emaneh axiye Savings & redit Cooperative ociety With A.A Bole A.A B	to Bekele Abebe here //ro Lensa Gudina //ro Aster Gudina R.A.A Bole	to Bekele Abebe here //ro Lensa Gudina Bole A.A Bole A.A Bole A.A American Bole A.A And And And And And And And	to Bekele Abebe here A.A Star Gudina A.A Bole A.A Bole A.A Bole A.A Bole A.A A.A Bole A.A A.A A.A Bole A.A A.A	to Bekele Abebe here A.A State State	to Bekele Abebe here A.A Set Set

ARTICLE 3

LOCATION OF INSTITUTION'S HEAD OFFICE

The Head Office of the Institution shall be located in Addis Ababa, Ethiopia. The Institution may however open branches in different parts of the country.

ARTICLE 4

OBJECTIVES AND ACTIVITIES OF THE INSTITUTION

- The main purpose of the Institution shall be to collect deposits and extend credit to rural
 and urban farmers and people engaged in other similar activities as well as micro and small
 scale rural and urban entrepreneurs, the maximum amount of which may be determined by
 the National Bank.
- 2. The Institution may engage in some or all of the following:
 - Accepting both voluntary and compulsory savings as well as demand and time deposits;
 - 2.2. Extending credit to rural and urban farmers and people engaged in other similar activities as well as micro and small-scale rural and urban entrepreneurs;
 - 2.3. Drawing and accepting drafts payable within Ethiopia;
 - 2.4. Micro-insurance business as prescribed by directive to be issued by the National Bank;
 - 2.5. Purchasing income-generating financial instruments such as treasury bills and other short-term instruments as the National Bank may determine as appropriate;
 - Acquiring, maintaining and transferring any movable and immovable property including premises for carrying out its business;
 - 2.7. Supporting income generating projects of urban and rural micro and small-scale operators or others engaged in productive activities.
 - 2.8. rendering managerial, marketing, technical and administrative advice to customers and assisting them to obtain services in those fields;
 - 2.9. Managing funds for micro and small-scale businesses or other related productive activities.
 - 2.10. providing local money transfer services;
 - 2.11. Providing financial leasing services to leases in accordance with capital goods leasing business proclamation NO F03/1998 and capital goods leasing business (amendment) proclamation NO. 807/2013*
 - 2.12. Provide digital finance service
 - 2.13, Agent banking service

- 2.14. Provide interest-free microfinance
- 2.15. Engaging in other activities as specified by directives of the National Bank from time to time.

ARTICLE 5 CAPITAL, NUMBERS OF SHARES AND PRICES OF THE INSTITUTION

- 1. The Institution has a total of birr 100,000,000.00(One hundred million) subscribed shares out of which birr 25,000,000 (Twenty-five million birr only) is Paid-Up Capital in cash and deposited in Commercial Bank of Ethiopia, Yerer Branch in the name of the Institution.
- 2. The Institution has subscribed about 100,000(One hundred thousand) total numbers of shares and each share has a par-value of birr 1,000 (One thousand birr only).
- All the shares are registered ordinary one and coded in the name of the shareholders and all have equal rights and obligations.

ARTICLE 6 REGISTRAION OF SHARES AND CONTENT

- Where a share company issues shares in the name of shareholders, it shall keep a register of shareholders at its head office. The register shall be retained in paper format or permanent electronic device.
- The register shall contain the names and addresses of shareholders, the number and numeration of the shares, the amount paid up and the date of entry of the shareholder in the register.
- Shareholders and concerned government authorities may inspect the register without charge. Persons other than shareholders may also inspect the register upon payment of the prescribed fee.
- 4. Any person may within one month obtain a copy of or an extract from the register upon payment of the prescribed fee. The Institution shall give the copy or extract to the person requesting within fifteen days from the date of such request.
- 5. Where an error has occurred in the register, the concerned government authority may order the rectification of the register on the request of any interested party or a shareholder.
- 6. The members of the board of directors of the institution shall be jointly and severally liable for any damage emanating from inaccuracy in the particulars of the register.
- 7. Every share issued in the form of a paper certificate shall contain the following:
 - 7.1. The signature of a member of the board of directors of the Institution;

- 7.2. The name, head office and period for which the Institution is established;
- 7.3. The amount of the capital of the Institution and the par value of the share;
- 7.4. The date of signature of the memorandum of association and the date and place of registration of the Institution in the commercial register;
- 7.5. The serial number of the share, its form or class, whether it is ordinary or preferential and the kind of preference share;
- 7.6. The amount of part payments on shares not fully paid up, or a statement that the share is fully paid up;
- 7.7. A statement indicating whether a share may be transferred to a foreigner.

ARTICLE 7 RIGHTS OF SHARHOLDERS

- Every share shall confer a right to participate in the annual net profits and to a share in the net proceeds on a winding-up.
- 2. The share in the profits or in the proceeds on a winding-up due to a shareholder shall be calculated in proportion to his paid-up capital of the Institution.
- 3. Every share shall confer voting rights. The voting rights attached to a shareholder shall be in proportion to the amount of capital represented by his shares.
- 4. Every shareholder has a preferred right, in proportion to his holding, to purchase of cash shares issued on an increase of capital.
- 5. Every shareholder may at all times inspect and take copies of the following documents for free kept at the head office:
 - 5.1. Balance sheet, profit and loss accounts and inventories;
 - 5.2. Reports submitted by the directors and by the auditors to the general meetings relating to the three preceding financial years;
 - 5.3. Minutes and attendance sheets of these meetings;
 - 5.4. A resolution to be submitted to the meeting;
 - 5.5. A register of persons affiliated with the Institution indicated under Art. 316 of the commercial Code.
 - 5.6. The name of the highest paid person in the Institution and the total amount of payment effected to such a person in the financial year.
 - 5.7. A register of shareholders of the Institution

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ARTICLE 8 <u>LIABILITY OF SHAREHOLDERS</u>

Any shareholder with a decisive vote shall be jointly and severally liable with the Institution where he is found to have committed one of the following:

- Commission of unlawful act intentionally that jeopardizes the interests of the Institution, shareholders or creditors of the Institution;
- 2. Merger of the property of the Institution with the property of the shareholder;
- 3. Failure to separate the legal personality/identity of the Institution from that of the shareholder;
- 4. Release information on the financial status of the Institution to deliberately mislead the creditors of the Institution;
- Make use of the assets of the Institution without sufficient payment or agreement for the personal benefits of the shareholder or third parties and
- Payment of dividends that exceed the limit set by the law.

ARTICLE 9 PROXY

- The form of proxy, the place where and the time within which they shall be deposited shall be determined by the board of directors; such period of time may not expire more than three days before the meeting.
- The proxy given for purposes of participation in a meeting of shareholders need not be authenticated before documents authentication and registration agency or any other relevant institution.

ARTICLE 10 TRANSFER AND REGISTRY OF SHARES

- The ownership title of registered shares shall be confirmed by cross checking of registry of

 shares.
- 2. Shareholders may transfer their shares either by sale or by donation or gift.
- 3. Shares can be transferred to a third party when the board of directors accepted it by majority vote. Even in this case, existing shareholders shall have priority rights to purchase the shares.
- 4. There shall not be any restriction in the transfer of shares among the shareholders. When two or more members are interested in buying the shares, it shall be sold through auction. If

- the existing members fail to use this right starting from the date of such announcement up to two months, it shall be deemed to have been waived.
- In case of transfer of shares the price of the share will be decided on the current market price and the settlement will be effected in one installment.
- Shares of a deceased member shall transfer to his/her legal heirs. When the heirs want to sale their shares, in such case, it shall be subjected to virtue of Article 10.2 and 10.3 here above.
- 7. Any Transfer of shares or assignment of shares must be in writing and in such form as the boards of directors may approve from time to time.

ARTICLE 11

PAYMENT OF THE INSTITUTION'S ANNUAL PROFIT& Dividend

- Where profit is registered at the end of the fiscal year such profit shall be plowed back to cultivate the institution's capacity towards meeting its objectives.
- However, the net profit of the Institution can be shared among its shareholders as dividends upon the decisions of the General Assembly.
- 3. payment of the dividend shall be proposed by the board of directors and shall be effected in lump sum from net profit after deduction of taxes, the legal reserve, other reserves, provisions, previous losses, other approved deductions subsequent to audit by external Auditors and final approval by the General Meeting.
- 4. The date and manner of payment shall be decided by the General Meeting of the shareholders.
- 5. The Institution shall publish its performance report on the Institution's Website once in a year within three months after the fiscal year ends.

ARTICLE 12 ADMINISTRTIVE ORGANS OF THE INSTITUTION

The administrative organs of the Institution are stated below by order of the sequence.

1. General Assembly of Shareholders

2. Board of Directors

3. External Auditors

4. General Manager of the Institution

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ARTICLE 13 GENERAL MEETING OF THE SHREHOLDERS

- 1. Board of directors, auditors, financial inspectors or the court may call for general assembly depending on matters at hand.
- 2. General meeting shall have the following powers and duties:
 - 2.1. Amend or approve or reject, after discussion, the balance sheet, the profit and loss account as well as reports of the board of directors, reports of the auditors and where necessary, pass resolutions relating to the allocation of and distribution of profits and on all questions arising out of the accounts for the past financial year;
 - 2.2. Appoint or remove directors or auditors as well as decide the amount of their remuneration;
 - 2.3. Approve the issue of debentures as well as the guarantees attached thereto;
 - 2.4. Approve transfer of fifty one percent or more of the assets of the Institution at once or within one year from the date of the first sale at different intervals; and
 - 2.5. Decide all matters other than those specifically reserved to extraordinary general meeting under this Code.
 - 2.6. Modifies Institution's matters/guidelines related to Memorandum of association;
 - 2.7. Amend the objective of the Institution based on the board proposal as per the relevant laws, National bank directive.
 - 2.8. Approves policies and strategies of the institutions.
 - 2.9. Matters not addressed by this memorandum of association concerning the general meeting shall be accomplished pursuant to relevant provisions of the commercial code.

ARTICLE 14

Power of an Extraordinary General Meeting

- 1. An extraordinary general meeting shall have the following powers and duties:
 - 1.1. Amend the memorandum of association of the Institution;
 - 1.2. Increase or reduce the capital of the Institution;
 - 1.3. Change the nationality of the Institution and a
 - 1.4. Decide on dissolution, conversion, division or merger of the Institution;
 - 1.5. The changes in the identity (names) of shareholders, their address, nationality, number of shares held or amount paid shall not be regarded as amendments to the memorandum of association.

Matters like call of meeting, setting agenda, quorum and other related issues shall be in accordance with relevant provisions of commercial code.

ARTICLE 15 BOARD OF DIRECTORS

- 1. The first directors are appointed under this memorandum of association.
- 2. The Directors who are appointed in accordance with sub-article 1 of this Articleshall be submitted to a meeting of subscribers for approval. Where such approval is not given, the meeting shall appoint other directors.
- 3. Subsequent directors shall be appointed by a general meeting.
- 4. The first appointed directors and subsequently appointed directors shall be presented to the National Bank for approval.
- 5. Directors shall be appointed for a term of three years. Directors are eligible for re-election.
- Where more than one director is to be elected, votes shall be cast for each director separately.
- 7. The Institution shall be led by nine (9) member board of directors to be elected among the shareholders.
- 8. The general meeting can sack directors any time if it finds them guilty of violating the law or participating in illegal act or committing mistakes.
- 9. Where during a financial year, one or more board seats become vacant, the remaining directors shall choose replacements; the replacements shall complete the period for which the directors who vacated the seat were appointed.
- 10. The appointment of replacements shall be submitted to the next general meeting for confirmation; the general meeting may confirm their appointments or appoint other directors in their place; the acts performed by persons appointed under Sub-Article 7 of this Article, while their appointment lasted, shall be valid even where their appointment is not confirmed by the general meeting.
- 11. Where the number of the surviving directors is less than half of the board of directors, they shall convene a general meeting to appoint other directors within thirty days as of the time of the shortfall in the number of board members; the surviving directors shall conduct the affairs of the Institution until the appointment of replacement directors.
- 12. Where there are no surviving directors, the Auditors shall convene within thirty days a general meeting to appoint replacement directors.
- 13. Until the appointment of replacement of directors in accordance with Sub-Article 10 of this Article the auditors shall manage the Institution; the management of the Institution carried

- out by the Auditors under this circumstance shall be verified by alternative Auditors or another licensed audit professional.
- 14. Directors may be removed at any time by a general meeting,
- 15. A director who was removed without good cause is not entitled to be reinstated; He may only claim damages for the wrongful dismissal.
- 16. The Institution shall keep at its head office a register of its directors, managers, Auditors, Institution secretaries with particulars as to their civil status, profession, interests in other companies or concerns, occupation, and directorship or other responsibility, if any, assumed in other companies or concerns, and any other necessary particulars; Where the director is a business organization, its name and the address of its headquarters shall be indicated.

17. The first nine board of directors are:

No.	Full Name	Position		
1	Ato Tokkicha Alemayehu Ketema	Chairperson		
2	Ato Naol Biratu Sukessa	Deputy Chairperson		
3	Ato Bekele Abebe Chere	Member		
4	Dr. Chaltu Abera Yemaneh	Member		
5	El Auto Engineering & Trading PLC	Member		
6	Elnet Technology PLC	Member		
7	Ato Getachew Geleta Wodajo	Member		
8	Ato Hundaol Fekadu Abdi	Member		
9	Ato Adisu Bejura Aboye	Member		

ARTICLE 16 POWERS OF BOARD OF DIRECTORS

- The board shall have such powers as are given to it by law, the memorandum of association and resolutions passed at general meetings of shareholders.
- 2. The Institution's board of directors has the following specific powers and duties □
 - 2.1. Evaluate regularly an overall performance and administration of the Institution
 - 2.2. Appoints and /or dismiss the General Manager of the Institution and decide salary and allowance and other benefits.
 - 2.3. Ensure that the General Manager undertakes his/her duties & responsibilities in line with the Institution's objectives, policies and directives.

- 2.4. Take the necessary measures in the framework of the decision rendered by the General Meeting necessary for carrying out the company's business activities;
- 2.5. Make recommendations to the shareholders general meeting any idea it finds useful and how to use the company's money investment subject to pertinent laws of the National Bank of Ethiopia.
- 2.6. Evaluate and approve the company's business plan of action based on the draft proposal submitted to it by the General Manager, determines the scope, types and sequences of the company's Core Business Activities.
- 2.7. The board of directors approves management proposal related to:
 - a. Buying and selling of movable and immoveable property;
 - b. Decided the opening or establishment of branches;
 - c. Borrowing and lending out money, giving collateral or security of its own property or third party's property to get loan from banks and local lenders and other international source if permitted by laws.
- 2.8. Settle disagreements b/n stakeholders through negotiations or out of court;
- 2.9. Approves the annual budget and work plan of the company proposed by the management.
- 2.10. Present performance report to the General Meetings
- 2.11. Delegates power of attorney to a lawyer or other professionals
- 2.12. Authorize officials for operating the Bank Accounts of the institutions and set signatory limits for designated officials,
- 2.13. The General Meeting of shareholders shall determine the amount and mode of service payments to the board of directors;
- 2.14. Undertake that activities stated under article 315 of the commercial code.

Article 17

Powers and Responsibilities of the Board

Directors shall be responsible for exercising duties imposed on them by law, memorandum of association, and resolutions of general meetings of shareholders; without prejudice to the generality of the foregoing, the board of directors shall generally of the foregoing.

- 1. Manage the company's finances with a view to ensuring that the company has adequate capital and liquidity to meet its liabilities in a timely manner;
- 2. Ensure that the company's governance arrangements are such as to ensure the proper monitoring of the company's financial statements and positions;

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- Make certain that sufficient procedures for risk management and internal control are established;
- prevent damage to the company; or where prevention is not possible, mitigate adverse impact of acts which are prejudicial to the company;
- 5. without prejudice to (1) to (4) of this Article directors shall be responsible for:
 - 5.1. keeping regular records of the meetings of the board of directors and shareholders, accounts and books, registers of shareholders and directors, and other necessary documents;
 - 5.2. ensuring submission of accounts and books to Auditors when required;
 - 5.3. submitting an annual report of the company's operations including a financial statement to the general meetings of shareholders;
 - 5.4. convening meetings as provided in commercial Code or memorandum of association;
 - 5.5. convening an extraordinary general meeting without delay where ³/₄ (three quarters) of the capital is lost due to loss;
 - 5.6. setting up the reserve funds required by this Code or memorandum of association or resolution of general meeting of shareholders;
 - 5.7. Where the company's ability to meet its financial obligations diminishes or where it suspends payment of debt applying, as appropriate, for preventive restructuring, reorganization or bankruptcy.

ARTICLE 18 <u>MEETING OF THE BOARD OF DIRECTORS</u>

- 1. The meeting of the board of directors shall be held at least once a month and regularly every quarter at the head office of the company
- When a need arises to convene a meeting apart from the regular meeting, the board of directors shall call an extra ordinary meeting through its chairperson;
- 3. No decision may be taken by the board of directors unless a majority of directors is present; decisions shall be taken by the majority vote of directors who are present personally, by proxy and by electronic means as provided under Article 309 of Commercial Code; absent a provision to the contrary in the memorandum of association, the chairperson of the board of directors shall have casting vote in case of a fie.
- 4. Decisions of the board shall be drawn up as minutes and shall be signed by directors who were present physically or through a proxy and the secretary of the company the minutes shall be kept in a minute book.

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ARTICLE 19

EXECUTIVE MANAGEMENT OF THE COMPANY

- The General Manager of the company will be appointed by the board of directors and will be held responsible to the same. Moreover, the salary and other benefits of the General Manager will be determined by the board of directors.
- 2. The General Manager of the company is fully authorized to carry out the following activities and others that are useful to achieve the objectives of the company.
- 3. Accordingly, the General Manager shall have the following Duties and Responsibilities:
 - 3.1. On matters approved by the Board of Directors, negotiate and enter in to contracts with the third parties to fulfil for the interest of the company.
 - 3.2. Oversee & manage the day-to-day activity of the company and Prepare annual work plan and budget, prepare timely performance report & Submit to the board of directors for approval and implements it the same when approved overtime.
 - 3.3. Ensure that the activities of the company are undertaken in line with the decisions passed by the General Meeting and the board of directors.
 - 3.4. Approves expenditures according to the permitted work programs and the company's financial policy or accounting systems
 - 3.5. Hires, administers and fires various employees in accordance with the company's Human and administrative Internal Policy manual or labor proclamation and regulations;
 - 3.6. Represent the company in its relations with the third parties any time;
 - 3.7. Presents the performance reports of the company regularly to the boards and stakeholders
 - 3.8. Devises mechanisms to solicit donations or grant funds, Resources mobilization for the running of the company's core business activities;
 - 3.9. Operate and administers the movable and immovable property as well as finance of the company
 - 3.10. At Head office level, the General Manager being with Finance Manager in his/her absence with the Operation Manager or any applicable appointed staff operates bank account; however, he/she opens a Branch bank account with official letter to be operated jointly by the Branch Manager and branch accountant or assigned branch staff.
 - 3.11. In any place represent the company and if necessary, he can appoint another staff to act on behalf of him/her.

- 3.12. Carries out other duties and responsibilities assigned to him or her by the board of directors.
- 3.13. In the absence of the general manager, staff member appointed by the board of directors shall have the same duties and responsibilities.
- 3.14. The General Manager shall lead the activities of the company in line with the relevant law and the company's Memorandum as well as the directives issued by the board of directors.
- 3.15. The General Manager shall undertake any legal activities necessary for the attainment of the company's objectives
- 3.16. The General Manager shall carry out other duties and responsibilities assigned to her/him by the Board of Directors.
- 3.17. The company's General Manager shall keep at the head office the registry of shares that contains the list of the shareholders and details of the shares.
- 3.18. If it is known that there is a defect in the registry, the General Manager shall get the defect rectified within thirty (30) days.

ARTICLE 20 AUDITORS OF THE COMPANY

- The institution, as deemed important, shall have one or more independent and impartial External Auditors and Assistant Auditors;
- 2. The power and responsibilities of the auditors shall be as indicated on the commercial code Article 343 -354 and Microfinance Business Proclamation and other pertinent Directives.
- 3. Auditors of the company shall be appointed and dismissed by general meeting of shareholders.
- 4. The number and service fee of the auditors is determined by the general meeting of the shareholders
- 5. The first auditors shall be elected by the meeting of subscribers and thereafter by the general meeting.
- 6. Auditors appointed by the meeting of subscribers shall serve until the first annual general meeting of shareholders.
- 7. An auditor appointed by the general meeting*shall have office term of 3 (three) years. However, when deemed appropriate, the general meeting shall revoke the appointment of auditors before their office term expire.

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8. The auditors shall have the power to inspect the authenticity of the company's property, balance sheet, and income statement as well as other relevant records, documents and minutes.

ARTICLE 21 FISCAL YEAR AND REPORTS

- The fiscal year of the company commences on July 1 and ends on June 30 of the following year. However; the first financial year shall run from the date of its registration of the company and shall end on June 30.
- 2. The company shall keep book of account in accordance with the law and international financial reporting standard.
- 3. The company shall close its book of account at least once in a year and authorized external auditors should audit the same. However, a professional auditor shall not be allowed to undertake audit of the company for more than three consecutively periods.
- 4. The performance record of the company, a Balance Sheet and Income Statement indicating its assets and liabilities, net worth and Profit & Loss Statement shall be prepared every financial year in the end of June 30 as per the article 426 of the commercial code and the requirements of the National Bank of Ethiopia and be submitted to the concerned bodies.

ARTICLE 22 DURATION OF THE COMPANY

The company is established for unlimited period of time. However, it could be dissolved due to reasons/conditions stated under Article 473 of the commercial code.

ARTICLE 23 <u>PROMOTER'S PROFIT SHARE</u>

- The founders shall be remunerated for their initiation, contribution of the capital and assumption of the risks during the formation period.
- 2. Promoters shall receive a share in profits equal to 5% for a period of three consecutive profitable years. Each promoter receives equal percentage.

ARTICLE 24 MISCELLANEOUS PROVISIONS

1. In case of the conflict interrelation between the Amharic and English versions of this Memorandum of Association, the Amharic version shall prevail.

- This memorandum of association shall enter into force after adoption by the General Meeting of shareholders and registration by the national bank of Ethiopia and documents authentication and registration office.
- Matters and issues not covered by this Article of Agreement shall be dealt in accordance with microfinance proclamation No.626/2009 and its amendment proclamation no. 1164/2019.



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ARTICLE 25 SIGNATURE

This memorandum of Association was done, read, approved and signed by the shareholders on this _____ day of February, 2022 at Addis Ababa, Ethiopia.

No	Shareholder's Full Name	Signature	Date
1	El Auto Engineering & Trading PLC -Represented by Ato Rediet Tsigebirehan Yemaneh		
2	Elent Technology PLC -Represented by W/roTsedey Asfaw Agegnew	1	
3	Gudina Tumsa Foundation -Represented by W/ro Lensa Gudina	N. VIIII landino	
4	Ato Tokkicha Alemayehu Ketema	Indde Cla	
5	Ato Naol Biratu Sukessa		
6	Ato Bekele Abebe Chere	BUNDO	
7	W/ro Lensa Gudina	MAIIII Voudince	
8	W/ro Aster Gudina	Alterraldin	
9	Dr. Chaltu Abera Yemaneh	and.	
10	Taxiye Savings & Credit Cooperative Society With Limited LiabilityRepresented by Ato Bekele Abebe Chere	SMW I	

Done on the _____ Day of _______, 2022

Addis Ababa, Ethiopia





Documents Authentication and Registration Service B/12 Office A.A

The signatory personally appeared and signed in the office No. \$12 144

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