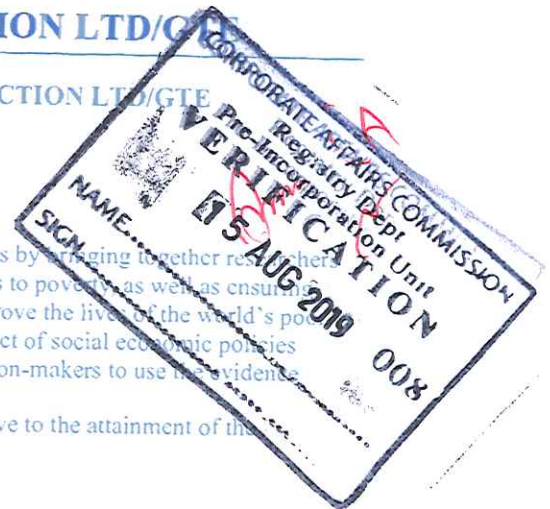


FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANIES LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF

INNOVATIONS FOR POVERTY ACTION LTD/GTE

1. The name of the Company is: **INNOVATIONS FOR POVERTY ACTION LTD/GTE**
2. The Registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
 - a. To discover and promote effective solutions to global poverty problems by bringing together researchers and decision-makers to design, rigorously evaluate and refine solutions to poverty as well as ensuring that the evidence obtained from researches conducted, are used to improve the lives of the world's poor.
 - b. To engage in the business of creating and sharing evidence of the impact of social economic policies in improving the lives of people living in poverty and equipping decision-makers to use the evidence generated to reduce poverty.
 - c. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.
4. The Company is a private company
5. The liability of the members is limited by guarantee.
6. The income and property of the company shall be applied solely towards the promotion of its objects, and no portion of the income or property shall be paid or transferred directly or indirectly to the members of the company except as permitted by or under the companies and allied matters act.
7. Every member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such that the total amount to be contributed by all the members shall not be less than ₦ 10,000.
8. If upon winding up or dissolution of the company there remains after the satisfaction of all its debt and liabilities any property whatsoever the same shall not be paid or distributed among the members of the company but shall be given or transferred to some other company limited by guarantee having objects like the objects of the company or applied to some other organisation, charity, foundation or institution to be determined by the members having objects similar to the object of the company which prohibits the distribution of its income and property among its or their members or in default thereof by a Judge of the High Court of Justice having Jurisdiction with regard to charitable land and if so far as effect cannot be given to such provisions, then to charitable objects.



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SN	NAME AND ADDRESS OF SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: HICKLING BRUCE DONALD Address: SANDALWOOD LANE, NEXT TO THE SANDALWOOD APARTMENTS (OFF RIVERSIDE DRIVE), NAIROBI, KENYA	<i>Bruce Hickling</i>
2	Name: DUFLO ANNIE CLARA Address: 1216 BROADWAY, NEW YORK, NY 10001 USA	<i>[Signature]</i>
3	Name: BERKOWITZ LUCY JOANNA Address: 1216 BROADWAY, NEW YORK, NY 10001 USA	<i>[Signature]</i>

Dated this 12thday of June20 | 19*Stacey Daves-Ohlin*

Particulars of witness to the above signatures: -

Name of Witness: Stacey Daves-OhlinAddress of Witness: 101 Whitney Avenue, New Haven CT, 06511Occupation of Witness: Attorney

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**FEDERAL REPUBLIC OF NIGERIA COMPANIES AND ALLIED
MATTERS ACT, 1990 COMPANIES LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF**

INNOVATIONS FOR POVERTY ACTION LTD/GTE

1. Membership of the Company

The number of members with which the Company proposes to be registered is 3 but the directors may from time to time register an increase of members.

A member of the Company may retire or be excluded from membership upon his or her retirement or termination of employment with Innovations for Poverty Action (US) or by a simple majority vote of other members of the Company.

2. Proxy and Quorum for General Meetings

A member of the Company shall be entitled to appoint a person designated by IPA (US) as his proxy to attend and vote at a meeting of the Company on his/her behalf, and a proxy so appointed shall have the same right as the member who appoint the proxy.

No business shall be transacted at a general meeting unless a quorum of members is present. If a quorum is not present, the meeting shall be adjourned. A simple majority of the members of the Company, whether present in person or by proxy, shall form a quorum at any general meeting of the members of the Company; provided that at any such meeting, a quorum shall not be formed by less than 2 members of the Company.

3. Voting

Each member shall be entitled to one vote and each member's vote shall be of equal value.

4. Amendments to the Articles of Association

The Articles of Association may be amended by a resolution passed by not less than 75% of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the amendment proposed.

No amendment may be made which would have the effect of making the Company cease to be a Company by law.

5. Directors

The maximum number of directors shall be up to 9.

Any director may at any time appoint any other director to be his alternate and may at any time remove any alternate director appointed by him and appoint another in his place. An alternate director shall not be entitled to

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receive any remuneration from the Company, but he shall be entitled to receive notice of meetings of the directors and to attend and vote as director at any such meetings at which the director appointing him is not present and at such meetings to exercise all powers, duties and authorities of the director appointing him. A director who is also an alternate director shall be entitled, in addition to his vote, to a separate vote on behalf of the director he is representing. An alternate director, if his appointer ceases for any reason not to be a director, shall ipso facto cease to be an alternate director. Every person acting as an alternate director shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of, or for the director appointing him. All appointments and removals of an alternate director made by any director in pursuance of this article shall be in writing under the hand of the director making the same and shall be sent to or left at the registered office of the Company.

No person shall receive any remuneration for acting as a director of the Company.

The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company or the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the members of the Company, but for no other purpose.

6. Proceedings for the meeting of the Board

The quorum necessary for the transaction of the business of the directors shall be a simple majority of the directors but, in any case, shall not be less than 2 directors.

A meeting of the Board may be held in person or by means of conference telephone call or similar technology provided that, in all events, any directors or alternate directors participating in the meeting by means of conference telephone call or similar technology can hear each other at the same time. Participation by any of the foregoing means shall constitute presence in person at the meeting.

7. Meeting of Directors with Less than 14 Days' Notice

A meeting of the directors shall not be called by less than fourteen days' notice. A meeting may, however, be convened by a shorter notice provided that it is so agreed to by all the directors in writing.

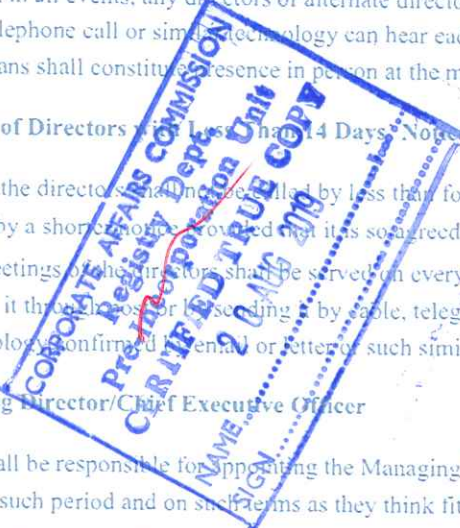
Notices of meetings of the directors shall be served on every director and alternate director either personally or by sending it through post or by sending it by cable, telegram, telex, facsimile, email message or such similar technology confirmed by email or letter or such similar technology.

8. Managing Director/Chief Executive Officer

The Board shall be responsible for appointing the Managing Director/Chief Executive Officer of the Company for such period and on such terms as they think fit.

The Managing Director shall be responsible for the day to day management of the Company and such other duties as specified in his/her contract of service.

9. Borrowing Powers



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The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

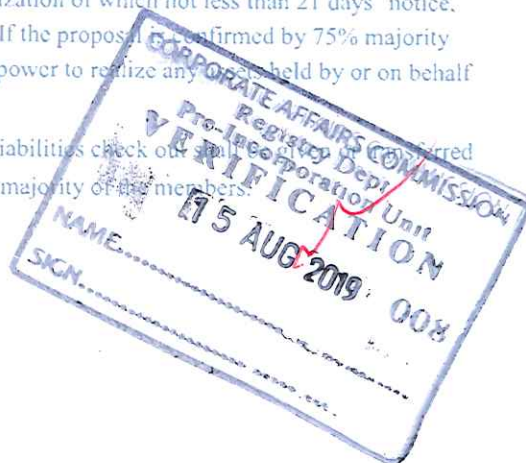
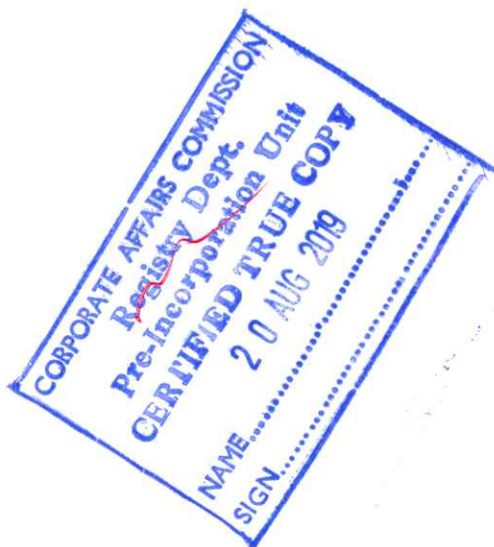
10. Seal

The directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors, or of a committee of the directors authorised by directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some person appointed by the directors for the purpose.

11. Dissolution

Should the members, after consultation with the Board decide that it is necessary or advisable to wind up the Company, it shall call a meeting for all the members of the organization of which not less than 21 days' notice, stating the terms of the resolution to be proposed, shall be given. If the proposal is confirmed by 75% majority of those present and voting the Board of Directors shall have the power to realize any assets held by or on behalf of the organization.

Any assets remaining after the satisfaction of a proper debts and liabilities check out shall be transferred to such charitable institution or institutions as agreed by a simple majority of the members.



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1	Name: HICKLING BRUCE DONALD Address: SANDALWOOD LANE, NEXT TO THE SANDALWOOD APARTMENTS (OFF RIVERSIDE DRIVE), NAIROBI, KENYA	<i>Bruce Hickling</i>
2	Name: DUFLO ANNIE CLARA Address: 1216 BROADWAY, NEW YORK, NY 10001 USA	<i>[Signature]</i>
3	Name: BERKOWITZ LUCY JOANNA Address: 1216 BROADWAY, NEW YORK, NY 10001 USA	<i>[Signature]</i>

Dated this 12TH day of June 2019

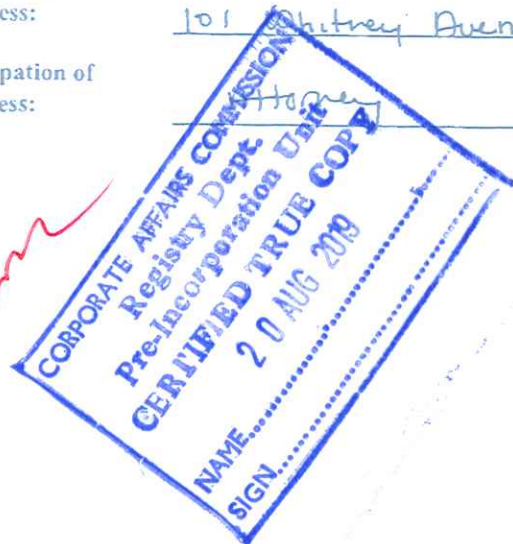
Stacey Daves Ohin

Particulars of witness to the above signatures: -

Name of Witness: Stacey Daves-Ohin

Address of Witness: 101 Whitney Avenue, New Haven, CT 06510

Occupation of Witness: Home



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