**ARTICLES OF ASSOCIATION**

**PRIZEHUBS LIMITED**

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**1. INTERPRETATION**

**1.1 Definitions**

In these Articles, unless the context otherwise requires:

**"the Company"** means PrizeHubs Limited

**"the Act"** means the Companies and Allied Matters Act or any statutory modification or re-enactment thereof for the time being in force

**"Articles"** means these Articles of Association

**"Directors"** means the directors of the Company for the time being

**"Members"** means the subscribers to the Memorandum and every other person who agrees to become a member of the Company

**"Office"** means the registered office of the Company

**"Secretary"** means any person appointed to perform the duties of the secretary of the Company

**"Seal"** means the common seal of the Company

**2. COMPANY NAME AND REGISTERED OFFICE**

**2.1 Name**

The name of the Company is **PrizeHubs Limited**.

**2.2 Registered Office**

The registered office of the Company shall be situated in Nigeria at such place as the Directors may from time to time determine.

**3. OBJECTS AND POWERS**

**3.1 Principal Objects**

The principal objects for which the Company is established are:

a) To operate and maintain an online price comparison platform that aggregates product prices from multiple retailers and vendors

b) To provide consumers with comprehensive price information, product reviews, and shopping recommendations

c) To facilitate informed purchasing decisions through price tracking, alerts, and comparison tools

d) To generate revenue through affiliate marketing, advertising, sponsored listings, and premium subscription services

e) To develop and deploy technology solutions including websites, mobile applications, and APIs for price comparison services

**3.2 Ancillary Objects**

In furtherance of the principal objects, the Company may:

a) Enter into partnerships and affiliate agreements with e-commerce platforms, retailers, and merchants

b) Collect, analyze, and present pricing data and market intelligence

c) Provide advertising space and promotional services to vendors and brands

d) Develop and license software, algorithms, and proprietary technology

e) Conduct market research and consumer behavior analysis

f) Acquire, maintain, and protect intellectual property including trademarks, patents, and copyrights

g) Engage in any lawful business activity that supports the Company's mission

**3.3 General Powers**

The Company shall have all powers necessary or convenient for carrying out its objects, including but not limited to the power to:

a) Borrow money and secure debts by mortgage or charge

b) Invest funds not immediately required

c) Acquire and dispose of property and assets

d) Enter into contracts and agreements

e) Employ personnel and engage consultants

**4. SHARE CAPITAL**

**4.1 Authorized Share Capital**

The authorized share capital of the Company is ₦1,000,000 (One Million Naira) divided into 1,000,000 (One Million) ordinary shares of ₦1.00 (One Naira) each.

**4.2 Issuance of Shares**

Subject to the provisions of the Act and these Articles, shares may be issued by resolution of the Directors on such terms and conditions as they determine.

**4.3 Rights Attaching to Shares**

Every ordinary share shall confer upon the holder:

a) The right to one vote at general meetings

b) The right to an equal share in dividends

c) The right to an equal share in the distribution of assets upon winding up

**4.4 Transfer of Shares**

a) Shares may be transferred in writing in the form prescribed by the Directors

b) The Directors may refuse to register any transfer of shares without assigning reasons

c) No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company

**4.5 Share Certificates**

Every member shall be entitled to a certificate under the seal of the Company specifying the shares held and the amount paid thereon.

**5. DIRECTORS**

**5.1 Number of Directors**

The Company shall have not less than two (2) and not more than ten (10) Directors.

**5.2 First Directors**

The first Directors of the Company shall be appointed by the subscribers to the Memorandum.

**5.3 Powers of Directors**

The business of the Company shall be managed by the Directors who may exercise all powers of the Company except those required by the Act or these Articles to be exercised by the Company in general meeting.

**5.4 Specific Powers**

Without limiting the general powers, the Directors may:

a) Appoint and remove the Managing Director, Chief Executive Officer, and other executive officers

b) Establish terms and conditions of employment and remuneration

c) Enter into contracts and agreements on behalf of the Company

d) Borrow money and provide security for debts

e) Invest Company funds

f) Establish policies and procedures for Company operations

g) Approve budgets and business plans

h) Delegate powers to committees or officers

**5.5 Appointment of Directors**

Additional Directors may be appointed by ordinary resolution of members in general meeting or by the Directors to fill casual vacancies.

**5.6 Retirement and Removal**

a) Directors shall hold office until retirement, resignation, or removal

b) A Director may be removed by special resolution at a general meeting

c) A Director may resign by written notice to the Company

**5.7 Disqualification**

A person shall cease to be a Director if:

a) They become bankrupt or make arrangements with creditors

b) They become of unsound mind

c) They are absent from three consecutive board meetings without permission

d) They are prohibited by law from being a director

e) They resign by notice in writing

**5.8 Remuneration**

Directors may be paid such remuneration as the Company determines in general meeting or as the Directors determine within limits approved by members.

**6. MEETINGS OF DIRECTORS**

**6.1 Board Meetings**

a) Directors may meet for the dispatch of business and adjourn as they think fit

b) Meetings may be held in person or by electronic means

c) At least seven (7) days' notice shall be given for board meetings

**6.2 Quorum**

The quorum for board meetings shall be two (2) Directors or one-third of the total number of Directors, whichever is greater.

**6.3 Chairman**

The Directors shall elect a Chairman from among themselves. The Chairman shall preside at board meetings.

**6.4 Voting**

a) Questions at board meetings shall be decided by a majority of votes

b) Each Director shall have one vote

c) In case of equality, the Chairman shall have a casting vote

**6.5 Minutes**

Minutes of board meetings shall be kept and signed by the Chairman.

**6.6 Written Resolutions**

A resolution in writing signed by all Directors shall be as valid as if passed at a board meeting.

**7. GENERAL MEETINGS**

**7.1 Annual General Meeting**

An Annual General Meeting shall be held once in every calendar year within six months of the Company's financial year-end.

**7.2 Extraordinary General Meetings**

The Directors may convene an Extraordinary General Meeting whenever they think fit.

**7.3 Notice of Meetings**

a) At least twenty-one (21) days' notice shall be given for general meetings

b) Notice shall specify the place, date, time, and general nature of business

c) Notice may be given by post, email, or other electronic means

**7.4 Quorum**

Two (2) members present in person or by proxy shall constitute a quorum for general meetings.

**7.5 Voting**

a) On a show of hands, every member present shall have one vote

b) On a poll, every member shall have one vote per share held

c) A proxy may vote on behalf of a member

**7.6 Chairman**

The Chairman of the board shall preside at general meetings. In their absence, members present shall elect a chairman.

**7.7 Resolutions**

a) An ordinary resolution requires a simple majority

b) A special resolution requires a two-thirds majority

**8. ACCOUNTS AND RECORDS**

**8.1 Accounting Records**

The Directors shall cause proper accounting records to be kept in accordance with the Act.

**8.2 Financial Year**

The financial year of the Company shall end on 31st December in each year or such other date as the Directors determine.

**8.3 Annual Accounts**

The Directors shall prepare annual financial statements in accordance with applicable accounting standards.

**8.4 Audit**

The accounts shall be audited annually by qualified auditors appointed by the members.

**8.5 Inspection**

Members may inspect accounting records at the registered office during business hours upon reasonable notice.

**9. DIVIDENDS AND RESERVES**

**9.1 Declaration of Dividends**

The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

**9.2 Interim Dividends**

The Directors may pay interim dividends as they determine appropriate.

**9.3 Reserves**

The Directors may set aside out of profits such sums as reserves for working capital, expansion, or other purposes.

**9.4 Payment of Dividends**

Dividends shall be paid to members in proportion to their shareholdings.

**10. WINDING UP**

**10.1 Distribution of Assets**

If the Company is wound up, assets remaining after satisfaction of liabilities shall be distributed among members in proportion to their shareholdings.

**10.2 Voluntary Winding Up**

The Company may be wound up voluntarily by special resolution of members.

**ADOPTION**

These Articles of Association were adopted on 10-12-2025 by the subscribers to the Memorandum of Association.

**SIGNED** by the subscribers:

**Subscriber 1:**

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Subscriber 2:**

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**WITNESS:**

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*Note: This document should be reviewed by a qualified legal practitioner and filed with the Corporate Affairs Commission (CAC) in Nigeria along with other incorporation documents.*