

THE COMPANIES ACT, 2013

(PRIVATE COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF  
DOTERRA INDIA PRIVATE LIMITED

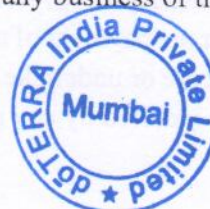
- I. The name of the Company is **DOTERRA INDIA PRIVATE LIMITED**
- II. The registered office of the Company will be situated in the State of Maharashtra within the jurisdiction of registrar of companies Mumbai.
- III. A.) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
1. To establish and carry on business of marketer, manufacturer, importer, exporter, buyer, seller, distributor, packers, trader, licensor, licensee, stockiest, wholesaler, retailer, agent of all type of products in the category of Essentials Oils, Resinoids, Perfumery, Diffusers (mechanical, electrical or otherwise), Cosmetics, Toilet Preparations, Skin care, Home Care, Personal Care products, Food and Beverages, Juices, Nutrition, Wellness, Ayurvedic, Herbal Products, Health Supplements, Vitamins, Minerals, Nutraceutical, Weight Management Products, Household Cleaners, Laundry Detergents, Pesticides, Health Supplements, Nutraceuticals, Foods for Special Dietary Care, Foods for Medicinal Purpose, Functional Foods and Novel Foods, Over-the-Counter Drugs, Quasi Medicines, Natural Products, or Phytotherapeutics, and all other category of Food, Supplements and cosmetics permitted under Indian Laws and to deal in all or any such products, raw material, stores, packaging material, bye products, accessories and allied products/commodities.
  2. To carry on the business of research and development relating to new products, supply services relating to product sales, and to produce, digitally or otherwise, and supply audio, visual and print materials relating to the company and the Company's products.

B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ABOVE ARE:

1. To procure the registration, incorporation or recognition of the Company under the laws or regulations of India and that of any other country and to do all acts necessary for carrying on business or activity of the Company as per main objects as aforesaid.
2. To acquire from any person, firm, body corporate or Government whether in India and/or outside India in the public or private sector technical information, technical know-how, management and managerial know-how, process engineering, technical engineering and financial engineering related knowledge, required for any business of the Company and to



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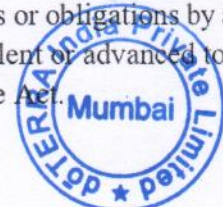




acquire any grant or license and other rights and benefits in the foregoing matters and things.

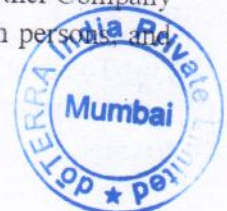
3. To apply for charter, privilege, concession, license or authorization of any Government, state, or municipality, provisional order or license from any authority for enabling the Company to carry out any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient and to oppose any proceeding or application which may seem calculated directly, or indirectly to prejudice the interest of the Company.
4. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, lease, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the Company in any jurisdiction, and to use, exercise, develop or grant licenses in respect of the property, rights or information so acquired.
5. To arrange for the marketing and distribution in India and abroad, sale of the products and/or services of the Company, purchase, import of raw materials, finished products, marketing material, articles etc. as are necessary for carrying on the business of the Company and for that purpose, either to establish its own shops, agencies, or marketing organizations or to appoint selling or buying agents or distributors or both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of commission or in such other manner as the Company may deem fit.
6. To carry on business of promotion, distribution, marketing, organizing events, seminars, conferences, printing of brochures, magazine and any other sales aid, advertising, business promotion etc. for sale of all products or in any way for accomplishment of main objective.
7. To open and operate any type of bank accounts, including overdraft accounts with any bank and obtain credit facilities with or without securities for its business.
8. To borrow money, overdraw from accounts with banks, juristic persons or other financial institutions, with or without security; as well as to accept, issue, transfer, discount, execute or endorse bills of exchange, promissory notes, bills of lading or other negotiable instruments, except for the banking business, finance business and credit finance business.
9. To advance money or give credit to any person or Company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Act.





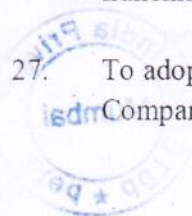


10. To buy, procure, receive, take on lease, take on sublease, buy on hire purchase, lease out, sublease out, sell with right of redemption, repair, own, possess, improve, use or otherwise manage any property whatsoever, land, buildings, constructions, indoor and outdoor premises of buildings and parking areas, common property of the condominium, as well as the fruits thereof.
11. To establish branch offices or to appoint agents, domestically or overseas.
12. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
13. To undertake or promote scientific research relating to the main business or class of the business of the Company.
14. To take over the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
15. To carry on a business of collecting, compiling, preparing, publishing and distributing all types of statistics, data and information, and analysis thereof for attainment of its objective including but not limited to data mining, data management, refinement of data, call center operations for attainment of its objective.
16. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof.
17. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
18. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds, or Trusts for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or stock options to any persons who are or were at any time in the employment or service of the Company, or, of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons and





- also establish and subsidize and subscribe to any institutions, associations, industry bodies, clubs or funds calculated to be for the benefit of or to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
19. To subscribe for, absolutely or conditionally or otherwise acquire, hold, dispose of shares and securities or obligations of any other Company whether Indian or foreign.
  20. To invest the surplus fund of the company in any security, deposit, units of Mutual funds, Government bonds or any other securities permitted by law and to dispose and deal with them in all manner.
  21. To establish subsidiary companies, amalgamate with or enter into partnership, joint ventures, or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or Company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company; to take or otherwise acquire or hold shares, stock, securities, obligations or other interests in any such person or Company, and to subsidize or otherwise assist any person or Company.
  22. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on the business which the Company is authorized to carry on or possession of property suitable for the purpose of the objects of the Company.
  23. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
  24. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it subject to the Act.
  25. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
  26. To train or pay for training in India or Abroad of any of Company's employees or officers or any candidate in the interest of or in furtherance of the Company's objects. To establish training facilities for providing training to the Company's employees, distributor customer, franchises and other people.
  27. To adopt such means of making known and advertising the business and products of the Company as may be expedient.



*[Handwritten signature]*





28. To aid and support, any person, association, industry bodies, body or movement, whose object is solution, settlement or surmounting of industrial or labor problems or of the promotion of science and technology, cultural activities, sports, protection of environment, rural development and other social, welfare and recreational activities.
29. To purchase, build, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estates, lands, buildings, or other interests, right in immovable properties and to hold concessions, licenses, privileges, claims leases or option which may appear to be necessary or convenient for any business of the company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the company.
30. To form, constitute and promote or join in promoting companies, association, industry bodies and undertakings of promoting business of the company or of any kind.
31. To arrange the Company to be registered, incorporated or recognized in any place outside India.
- IV. The Liability of the member(s) is limited and this Liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The share capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10/- each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.<sup>1Note\*</sup>


<sup>Note 1</sup> Authorised Share Capital of the Company is 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10/- each vide resolution passed in Extraordinary Meeting of Shareholders held on 20<sup>th</sup> April 2021 at the registered office of the Company.

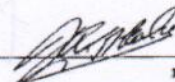




TO WHOM ALL THESE PRESENTS SHALL COME I IVAN J. HEALY Notary Public duly authorised, admitted, sworn and practising at 30 Upper Pembroke Street in the City and County of Dublin DO HEREBY CERTIFY AND ATTEST THAT the attached is the Memorandum of Association of Doterra India Private Limited, which has been signed on behalf of doTERRA GH Ireland Limited of 32 Molesworth Street, Dublin 2, Ireland, duly authorised representative, on the 2<sup>nd</sup> day of December 2019.

Dated at 30 Upper Pembroke Street in the City and County of Dublin in Ireland on the 2<sup>nd</sup> day of December in the Year Two Thousand and Nineteen

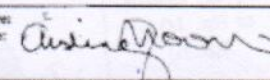


  
 IVAN J. HEALY  
 Notary Public for the City and County of Dublin and the Counties of Wicklow, Kildare And Meath, Ireland  
 Commissioned for Life






165

APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country/ Pays/País		IRELAND	
This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por		van J. Healy	
3. acting in the capacity of agissant en qualité de quien actúa en calidad de		Notary Public	
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Notary Public	
Certified Attesté / Certificado			
5. at à / en	Dublin	6. the le / el día	03/12/2019
7. by par / por	Department of Foreign Affairs and Trade		
8. No sous no hajo el número	5009712019		
9. Seal / stamp Sello / timbre Sello / timbre	10. Signature: Signature: Firma: 		
<small>This apostille certifies the authenticity of the signature or the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. The apostille does not certify the content of the document for which it was issued. To verify the issuance of this apostille, see www.austlii.edu.au/au/other/dfat/special/apostille.html</small>			





several persons, whose names and addresses are subscribed, are desirous of forming into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set against our respective names: -

Sl. No	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber.	Signature of Subscriber.	Signature, names, addresses, descriptions and occupations of witnesses.
1.	<p>doTERRA GH Ireland Limited.  <b>Registered office:</b>                      32 Molesworth Street,                      Dublin 2, Ireland.  <b>Date of Establishment:</b> 1<sup>st</sup> November, 2018  <b>Occupation:</b> Business</p> <p>Through its Authorised Representative  <b>Mr. Sean Michael O'Sullivan</b>                      S/o John Francis O'Sullivan                      R/o 6 Knocklyon Heights,                      Templeogue, Dublin 16, Ireland.  <b>Occupation:</b> Professional</p>	<p>9,999 (Nine Thousand Nine Hundred Ninety-Nine Equity Share of Rs. 10/- Each)</p>	<p>Sd/- <i>Sean Michael O'Sullivan</i></p> 	

Place: Dublin, Ireland

Dated this 2nd day of December, 2019.



*Handwritten signature in blue ink.*



# STATE OF UTAH



OFFICE OF THE LIEUTENANT GOVERNOR



## Apostille

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America
2. This public document has been signed by STEFANIE L RAY
3. Acting in the capacity of NOTARY PUBLIC, STATE OF UTAH
4. Bears the seal/stamp of STEFANIE L RAY, NOTARY PUBLIC, STATE OF UTAH

### Certified

5. at Salt Lake City, Utah, U.S.A.
6. the 4th day of December, 2019
7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.
8. Number: 371899
9. Seal/Stamp:
10. Signature:



Handwritten signature of Spencer J. Cox in blue ink.

Spencer J. Cox  
Lieutenant Governor

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Utah.



A faint, handwritten signature in blue ink, possibly of the notary public.

A handwritten signature in blue ink, likely of a representative of Detera India Private Limited.





