

THE COMPANY ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SIGN WAREHOUSE LIMITED

Incorporated the day of2007

Drawn by:
WILLIAM. H. MGAYA
(Subscriber)
P.O.BOX 13
MWANZA



THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

SIGN WAREHOUSE LIMITED

In this day Incorporated under the Companies Act, 2002, and that the
Company is Limited

Given under my hand at Dar es Salaam this..... Day of..... Two
thousand and Seven

Seal



Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

TANZANIA Stamp Duty Shs. 2500/= Paid
Receipt No. 28733479 of 15/5/07

TANZANIA Stamp Duty Shs. 5000/= PAID ON ORIGINAL
Receipt No. 28733479 of 15/5/07

OF

Reg. Registrar of Companies **SIGN WAREHOUSE LIMITED** Stamp Duty Officer

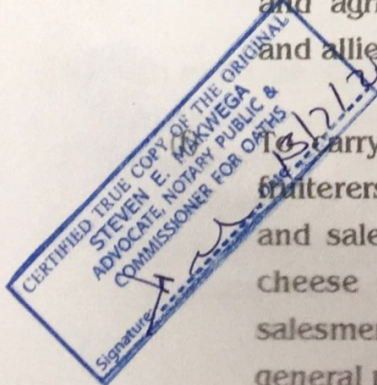
1. The name of the company "SIGN WAREHOUSE LIMITED"
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on the business of sign making, Graphic designs, Printing of all types of advertising materials, banners printing of T-shirts, Caps and Erecting billboards, road signs and road information boards.
 - (b) To carry on the business of auctioneers, court brokers, insurance agents, land and estate agents, commission agents, manufacturers representatives, clearing and forwarding and any kind of agency.
 - (c) To carry on all or any of the business of stationers, Printers, lithographers, stereotypes, electrotypes, engraves, photographic printers, photographers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rules, numerical printers, paper makers, paper bags, and Account book makers, box makers, flat and box file makers, cardboard manufacturers, type founders, photographers.

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COMMISSIONER FOR OATHS
Signature: *[Signature]* Date: 13/7/2020

manufacturers of and dealers in playing, visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment, stamp, agents for payments of stamps and other duties, advertising agents, designers, draftsmen, manufacturers, book sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack makers and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services.

(d) To carry on the business of selling, distribution of all products of any description, printers and publishers, periodical, maps, guides, news paper sellers, foreign correspondents and advertising agents, exporters and importers and to buy, sell, hire, manufacturer, barter trade and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency, commission commercial, industrial manufacturers, mercantile, insurance and financial business and manufacturers representatives, consultancy services.

(e) To carry on the business of general merchants, manufacturers, exporters and importers of radios, electrical goods and fittings, bicycles, spare parts and hardware and generally to act as importers or exporters of any goods and sellers by wholesale or retail any manufactured, industrial and agricultural goods including hoes, tractors, harvesters and allied products.



To carry on the business of wholesale and retail grocers, fruiterers, bakers, butchers, meat salesmen, butter factors and sale men, corn and flour merchants, cheese mongers, cheese factors and agents, dairymen, egg merchants and salesmen, poultries, wine, beer and spirit merchants and general provision merchants.

- (n) To purchase, take on lease, option or lince, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, either absolutely or conditionally.
- (o) To borrow or a raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stocks, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security an to purchase, redeem, or pay off any such security or loan.
- (p) To enter into partnership or into) any arrangement for sharing profits, union or interest, operation, joint venture, reciprocal, concession, or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction with this company is authorized to carry on or engage in, or any business or transaction capable being conducted so as directly or indirectly to benefit the company. And the lend money to, guarantee the contract of, or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (q) To promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this company, or of undertaking any business or operation which my appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- (r) To lend and advance money or give credit to such persons, firms or companies and on such terms as seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of moneys for the performance of any obligations or liabilities.
- (s) To carry on the business of saw mills and the preparation of timber for market and the manufacture of an dealing in all articles a made of or principally made of wood.

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 ADVOCATE NOTARY PUBLIC &
 COMMISSIONER FOR OATHS
 Signature: [Signature]
 Date: 13/7/2024

- (t) To construct, erect, maintain and alter any buildings, machinery, plant works necessary or convenient for the purpose of the company.
- (u) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- (v) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings easements machinery plant and stock-trade.
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments.
- (x) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.
- (y) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing or the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- (z) To distribute any part of the property of the Company in specie among the members.
- (aa) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such persons.
- (bb) To draw, make accept endorse discount execute and issue cheques promissory notes bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (cc) To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.

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 STEVEN E. MAKWEGG
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 COMMISSIONER FOR OTHERS
 Signature: *[Signature]* Date: *13/11/20*

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be independent main objects and shall in wise be limited or restricted by reference to or interest a from the term of any other paragraph or the name of the Company.

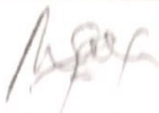
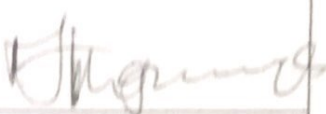
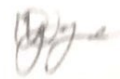

4. The liability of the members is limited.
5. The Authorized Share Capital of the Company is Tanzania Shillings Ten Million (TShs. 10,000,000/=) divided into one thousand (1000) shares of ten thousand (10,000) or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinabove contained.

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ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
Signature: *[Handwritten Signature]* Date: *13/7/2020*

- (dd) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the company or of any other company promoted, formed established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the Company or of any Company so promoted, formed, established or registered by the Company.
- (ee) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (ff) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (gg) To sink wells, and shafts, and to make, build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralizing, bottling, canning and discharging any such fruit products or otherwise for the purpose of the Company.
- (hh) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

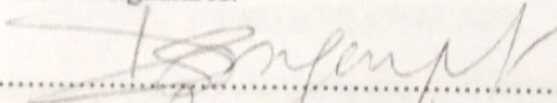
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STEVEN E. MAKWEGA
ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
Signature: *[Handwritten Signature]* Date: *13/11/2020*

We, the several persons whose names and addresses are subscribed, are desirous of being formed 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
1. WILLIAM H. MGAYA P.O. BOX 13 MWANZA.	500	
2. FREDRICA W. MGAYA P.O. BOX 13 MWANZA.	200	
3. RAWSON W. MGAYA P.O. BOX 13 MWANZA.	100	
4. JANETH W. MGAYA P.O. BOX 13 MWANZA.	100	
5. CATHERINE W. MGAYA P.O. BOX 13 MWANZA.	100	Catherine Mgaya

Date at Mwanza this 20th day of March 2007.

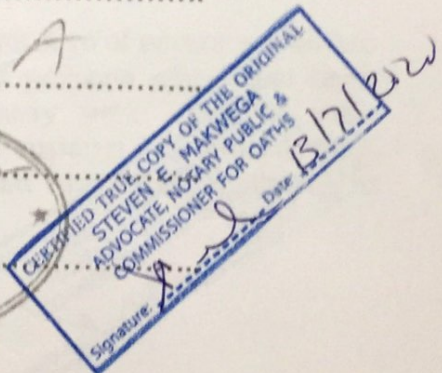
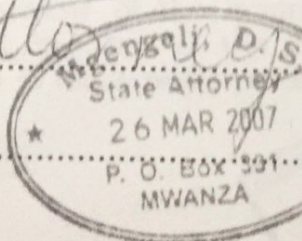
Witness to the above signatures:

Signature: 

Postal Address: Box 331

MWANZA

Qualification: Attorney



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

SIGN WAREHOUSE LIMITED

PRELIMINARY

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

1. The Company is a Private Company and accordingly:
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty provided that where two or more persons hold one or more shares in

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ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
Signature: *[Signature]* Dated: 31/5/07

Stamp Duty Shs. 2500/- Paid
Receipt No. 28733979 of 15/5/07
Ministry of Companies

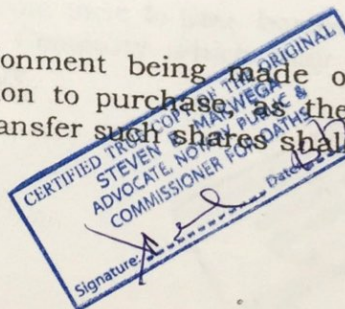
TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 28733979 of 15/5/07
Stamp Duty Officer

- the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 2. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 3. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment



of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

4. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

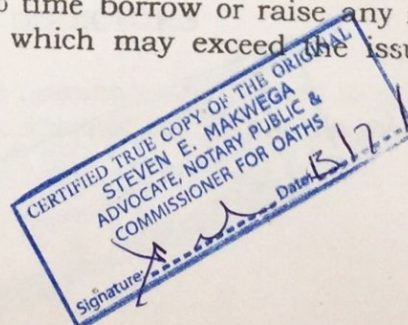
- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

5. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-

1. **WILLIAM H. MGAYA**
2. **FREDERICA W. MGAYA**
3. **RAWSON W. MGAYA**
4. **JANETH W. MGAYA**
5. **CATHERINE W. MGAYA**

6. The company in General Meeting may fix the shareholding qualification for Directors, and unless and until so fixed no qualification shall be required.
7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.
8. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
9. The Directors may from time to time borrow or raise any money for the purposes of the Company, which may exceed the issued share capital of the company.



BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

10. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

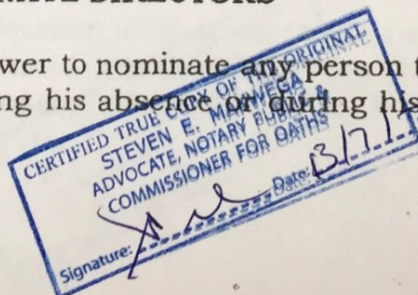
14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to



act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

17. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

ALTERNATION OR ADDITION

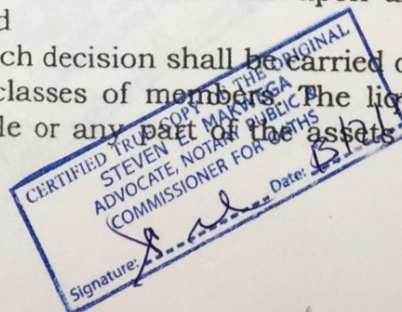
18. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

19. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

WINDING UP

20. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required divide amongst the members in special or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and
May, determine how such decision shall be carried out as between the members or different classes of members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees up on



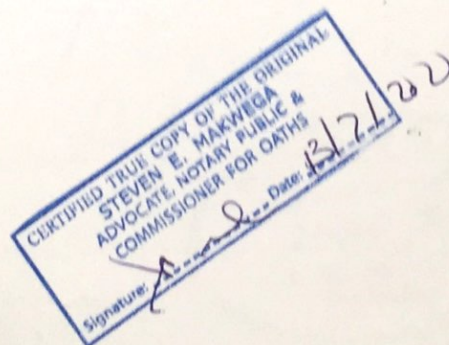
such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is any liability.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.



NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
1. WILLIAM H. MGAYA P.O. BOX 13 MWANZA.	500	<i>W. H. Mgaya</i>
2. FREDRICA W. MGAYA P.O. BOX 13 MWANZA.	200	<i>F. W. Mgaya</i>
3. RAWSON W. MGAYA P.O. BOX 13 MWANZA.	100	<i>R. W. Mgaya</i>
4. JANETH W. MGAYA P.O. BOX 13 MWANZA.	100	<i>J. W. Mgaya</i>
5. CATHERINE W. MGAYA P.O. BOX 13 MWANZA.	100	Catherine Mgaya

Date at Mwanza this 26th day of March, 2007.

Witness to the above signatures:

Signature: *Stephen E. Makwega*

Postal Address: Box 331

MWANZA

Qualification: Attorney

