

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KAMAKA IT SOLUTION LIMITED

Incorporated thisday of.....2011

DRAWN BY:
MARTINOVŠ JURIJS
(SUBSCRIBER)
P.O. BOX 75498
DAR ES SALAAM

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COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KAMAKA IT SOLUTION LIMITED

- 19661 27/10/11
5000/-
- 19661 27/10/11
2500/-
1. The Name of the Company "KAMAKA IT SOLUTION LIMITED".
 2. The Registered Office of the Company will be situated in Tanzania.
 3. The Objects for which the Company is established are:-
 - a) To carry on the business of, Importing and Exporting also selling and supplying of all electronic equipments, maintenance, service and repair of Computers, Peripheral devices and Electronic devices (i.e. Printers, Scanners, Photocopies e.t.c.), to conduct training of Information Technology Consultation on ICT "Information and Communication Technology" development and improvement Computer Hardware, Accessories and Software, computer assembling, Computer Networks Structuring, Designing and implementation.
 - b) To carry on the business of mechanical engineering, electronic telecommunication engineering, electrical engineering, to design, manufacture, assemble, repair any electronic apparatus and electrical component or system, to act as manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.
 - c) To carry on the business of consultancy, and selling of all types of information technologies, computer systems, conference systems, marketing, services, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
 - d) To engage and or otherwise carry on the business in general dealers of computer, hardware and softwares, to be importers and distributors of all kinds of computer hardware and softwares, to provide general computer services, to be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services, and to operate schools and training centers, to be suppliers and manufactures representatives of all kinds of computers and telecommunication systems, to be general importers, distributors, installers and servicers of all kinds of photocopiers, fax and telex machines, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers, all kinds of computer systems, electronic items and all kinds of electrical instruments.

- e) To carry on business of training students to acquire computer knowledge and secretarial duties, to establish and manage classes for training students in various disciplines, to conduct courses in computer training. To carry on business of computer bureau services, secretarial bureau service and to hire computer equipment and other related equipment. To carry on the business of distribution of all types of electronic and electrical machines and appliances, computers, accessories, word processors, hard ware and software connected with the computer Industry including sale and maintenance thereof.
- f) To buy, sell and obtain on telephone credit and prepaid Cards of all kinds and description and sell them in wholesale and retail.
- g) To promote, establish and carry on the business in Tanzania of providing all kinds of telecommunication services by designing, supplying, installing, developing, operating and maintaining a nationwide network comprising, among other things, of mobile telephones, public payphone, telephone exchange, radio base station, digital microwave transmission, satellite earth station, other radio access system, optical fibre transmission, mobile trunk radio, data communication and radio paging system where such telecommunication networks shall link all major cities and regions in Tanzania as well as the provision of international gateway for international telecommunication services
- h) To sale mobile phones and related accessories; to provide phone calls, fax, telex services and similar facilities and provide Internet and E-mail services.
- i) To carry on the business of providing consultancy services concerning various ways of utilizing computer system in all possible business functions, to act as manufacturers' representatives for all type of computers and similar items, to buy, sell, hire, repair components parts relating to hardware, software, word processors and other type of information technology.
- j) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- k) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance brokers, Insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

- l) To carry on the business of drapers, costumiers, robe dress and mantle makers, tailors, silk mercers, makers and suppliers of, clothing, lingerie and trimmers of every kind, haberdashers, milliners, boot and shoe makers, dealers in fabrics and materials of all kind, footwear and leather goods, sports goods and toys.
- m) To carry on the business as property developers, property management, land developers, real estate agents, promoters, designers, town planners, builders, renovators, decorators, landscapers, owners, buyers, sellers, lessors, lessees of residential houses, public houses, office blocks, apartments, housing estates, shopping malls, arcades, factories, industries, warehouse, depots, godowns, shelters of all kind and buildings in all its branches, and related projects implementing farm industries, financing of various project, to serve as a holding Company for specialized Companies, subsidiaries engaged in such activities and any other related.
- n) To carry on the business of proprietors of hotel, hotel management, restaurants and financial undertakings and enterprises, clubs, entertainment houses, halls recreational centers, billiards, conference, seminar workshop, wedding halls and carry on all or any of the business of traders, manufactures and proprietors, promoters, financiers concessionaires, commercial agents and advisors of and for commercial, industrial, agricultural, forestry, fishery, mining and in particular but without prejudice to the generally of the fore-going to act as consultants, general agents managing, agents, directors, secretaries, personal undertaking or enterprise as aforesaid.
- o) To manufacture, process, make, manipulate, refine, buy, sell, import, distribute, and deal in beauty products, cosmetics and perfumes of all kind and description, in particular but without prejudicing or limiting the generality of the foregoing, perfume sprays and applications, make ups, body creams, oils and ointments, skin care preparations and lotions, polishes, vanishes, talcum and other preparations.
- p) To carry on the business as proprietors, operators and managers of supermarkets, multiple store and retail trading establishments of every description as department stores, shops or retail establishments for the sale or hire of goods or consumables of any kind to members of the public in that capacity to provide such goods and services for the customers of the Company as may seem expedient.
- q) To carry on any other wholesale, retail or manufacturing business which may be conveniently conducted in conjunction with any other activity of the Company; to carry on the business of grocers, bakers, butchers, meat salesmen, bacon factors and merchants, butter factors and salesmen, cheese mongers, fritterers and greengrocers, egg merchants and salesmen, poultries, wine, spirit and beer merchants and salesmen and general provision merchants to buy, sell, manufacture and deal in goods, stores and consumable articles of all kind both wholesale and retail.
- r) To carry on the businesses of hardware merchants and iron monger dealers in household utensils, china glass, cutlery, household fittings, electrical appliances, wiring and materials, television and radio receivers, apparatus and equipment, record cassette and tape players and such other goods as may be conveniently sold therewith or in the manufacture, maintenance and repair thereof.

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 TAKEN	SIGNATURE
MARTINOVŠ JURIJS P.O. BOX 75498 DAR ES SALAAM	4000	
KARA AKIF P.O. BOX 75498 DAR ES SALAAM	4000	
SALEI SIARHEI P.O. BOX 75498 DAR ES SALAAM	4000	
BELANOUSKI ALEH P.O. BOX 75498 DAR ES SALAAM	4000	
NAUMOVICS ALEKSANDRS P.O. BOX 75498 DAR ES SALAAM	4000	

Dated at D'salaam this 27th day of October 2011

Witness to the above signatures:-

Name :

Andrew Ruete

Signature :

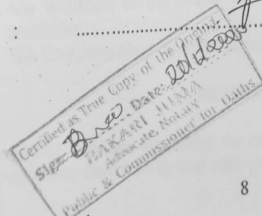
[Signature]

Postal Address :

62297 D'salaam

Qualification :

Advocate



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KAMAKA IT SOLUTION LIMITED
INTERPRETATION

In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

PRIVATE COMPANY

2. The Company is a Private company and accordingly.
 - (a) The right to transfer shares is restricted in the 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, having been formerly in the employment of the Company, were while in such employment to be the Members of the Company) is limited to fifty. PROVIDED THAT where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single Member,
 - (c) Any invitation to the public to subscribe for any shares or debentures is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

MEMBERS

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

4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Copy of the Certificate
Date: 20/11/2020
Sign: BAKARI JUMI
Advocate, Solicitor
of the High Court of Tanzania






7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting, to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

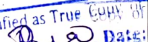
NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

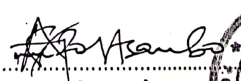
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BELANOUSKI ALEH P.O. BOX 75498 DAR ES SALAAM	4000	
NAUMOVICS ALEKSANDRS P.O. BOX 75498 DAR ES SALAAM	4000	

Certified as True Copy of the Original
 Sign:  Date: 2012/12/20
 BAKARI JIRWA
 Advocate, Notary
 Public & Commissioner for Oaths

Dated at D'salaam this 27th day of October 2011

Witness to the above signatures:-

Name : Andrew Tawete

Signature : 

Postal Address : 62297, D'salaam

Qualification : Advocate

