

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NESCH MINTECH TANZANIA LIMITED

**DRAWN BY:**  
ISRAEL CHASOSA  
(SUBSCRIBER)  
P.O. BOX 13945  
DAR ES SALAAM

I, ANDREW I. LUHIGO  
ADVOCATE, NOTARY PUBLIC & COMMISSIONER  
FOR OATHS OF P.O. BOX 4026 - MWANZA  
DO HEREBY CERTIFY THAT THIS IS A TRUE &  
ACCURATE COPY OF THE ORIGINAL  
Signature:.....*A*.....Date: 2/6/2020

TANZANIA  
Handwritten: 5000, 41520, 12/02/2000

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
NESCH MINTECH TANZANIA LIMITED

Handwritten: 5000, 41520, 12/02/2000

1. The name of the company "NESCH MINTECH TANZANIA LIMITED."
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established is to carry on general commercial business including but not limited to the following objects.
  - (a) To carry on the business of consultancy, geological survey, exploration in mining minerals, gold, Diamond, gemstones, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters, of all kinds of mines, kaolin, goldsmith, jewellery, to be buyers and sellers of kaolin, gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines. To carry on business of explosive material for mining use and other use related to the mining sector.
  - (b) To search for; inspect, examine and explore, mineral refine, purchase, take on lease, peg, processing for importers, or otherwise acquire, for any interest therein, land tenements or hereditaments of any tenure and in any place which may seem to the Company capable of affording a supply of gems minerals or mineral oil, and to develop, work, win, get, quarry mine, crush, assay, amalgamate, reduce and smelt, as the case may be sapphire, tanzanite, diamonds, gold, silver, platinum, copper, nickel and other precious gems, metals and stones, tin, cooper, lead, coal, mica, quicksilver and other base metals, ore and minerals of whatsoever kind and description.
  - (c) To establish a modern laboratory for all kind of minerals analysis, wash, dress, polish, design, refine, cut, and prepare for the market minerals or mineral oil, gold, silver, metals, tin, cooper, nickel, lead, coal, mica, platinum, quick and other base metals, ore and minerals of whatever kind and description, and gem varieties of tanzanite, garnet, zoisite, cordierite, scapolite, quartz, alexandrite,

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diamonds emerald and other gem varieties of beryl, opal, ruby, sapphire, turquoise, chrysoberyl, spinel, topaz, tourmaline, zircon, obsidian, peridot, moonstone, chrysoprase, amethyst and any other rough and uncut stone or any kind whatsoever.

- (d) To deal in minerals and mineral oils, metals and gemstones, in particular, but without limited the generality of the foregoing, to buy, sell, import and export miners or mineral equipment, oil, gold, silver, metals, tin, cooper, lead, coal, mica, platinum, nickel, quicksilver, and other base metals, or and minerals of whatever kind and description and gem varieties of rough, washed.
- (e) To carry or otherwise acquire, for any interest therein, land tenements or hereditaments of any tenure and in any place which may seem to the Company capable off affording a supply of kaolin, minerals or mineral oil, and to develop, work, win, get, quarry mine, crush, assay, amalgamate, reduce and smelt, as the case may be sapphire, kaolin, tanzanite, diamonds, gold, silver, platinum, copper, nickel and other precious gems, metals and stones, tin, cooper, lead, coal, mica, quicksilver and other base metals, ore and minerals of whatsoever kind and description.
- (f) To deal in and import and, or export all classes and kinds of chemicals, industrial chemicals, chemicals for mining use, specialty chemicals, petro chemicals and all classes and kinds of chemicals.
- (g) To lease and hire mining, construction, industrial equipments to the companies, individual and other institution within and outside the country.
- (h) To engage in and carry out the business of proprietors and managers of hotels, restaurants, casino, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (i) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate interest or tenure in land, whether in possession or inversion, and there vested or contingent, any lands, tenements and premises of any tenure, whether subject or not, to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with or such lands, tenements or premises in the general business of Real Estates.
- (j) To carry on business of supplying of card hardware; pin pads, marketing and issuance of payment cards, merchant recruitment and merchant servicing, training on all aspects of online business, card business, fraud and security

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management, customer care, field sales force management of payment card sales force, advertising, card design, supervision of card certification, prepare operations manuals, prepare card business strategy, card business structure, selling of banking software, selling of card risk management system, customization of cards: embossing, printing, encoding: Supply of smart card technology dealing with payment cards.

- (k) To purchase and sell livestock, poultry and agriculture and animals product of all kinds both wholes and retail. To import , export, buy, sell and deal all kinds of agricultural machinery plants, implements, tools and accessories, manures and insecticide use in connection with or required for animal husbandry or agriculture.
- (l) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers and harms gun dealer.
- (m) To carry on the business of general traders, general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (n) To carry on the business of general traders, consumers, suppliers, general merchants, importers, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all king of industrial projects machinery and equipments, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oil, paints, spirits, sheets, hinges, screws, iron mongery textile piece goods, all types of leather goods, shoes, bags, and other similar goods.
- (o) To carry on the business of importers, exporters, distributors general merchants, general store-keepers, universal providers, wholesale and/or retail traders, electrical goods, dealers of piece wood, paints, hardware, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use

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and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.

- (p) To carry on the business of general merchants, general traders, general storekeepers, universal providers, of or otherwise dealers of and in textiles, textile piece goods, imitation jewelers, hardware, building materials, glassware, utensils, cosmetics, bags, suitcases, purses, traveling goods, watches, clocks, chronometers, leather goods, crockery cutlery, hosiery, ready-made garments, sundries iron-mongers, machinery turners, spare parts of every description and other household fittings and requirements and other articles and commodities of personal and household use and consumption groceries, medicines, drugs, surgical, optical, variety chain stores, mini-supermarkets, department store, dealers in leather goods, shoes, sandals, perfumes, ribbons, curtains and household requisites of all kinds and all things capable of being sold therewith.
- (q) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade, and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, commission agents, business consultants, market research consultants, business transfer agents, company promoters, underwriters, financiers and bill brokers, del-credere agents, barter traders, court brokers auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.
- (r) To carry on business of transport, cargo and travel agents, commission agents, customs agents, insurance agents, tourists agents, manufacturers representatives, clearing and forwarding agents, shipping agents, road contractors, cargo superintendents, packers machinery, haulage specialists, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transport by any other means of conveyance of people and goods neighboring countries and such other places as may from the time determined by the company, export of agricultural products and importers and exporters traders, commission and general agents, or other wise del in electrical goods, produce articles and general merchandise.
- (s) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouse, shops, stores, garages and other buildings, roads, machinery and plants, which

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may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alternation, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.

- (t) To carry on business of travel agency; car hire and safaris tours operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting animals, sight-seeing, trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, tourist clubs, games lodge, game lookouts, hotels, tented camps, restaurants, cafes, holiday camps, casino and camping sites for tourists, inn, motels, banking, bureau de change, travelers or otherwise, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, education and scientific expedition, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
- (u) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, music production, trade fairs, displays, film shows, broadcasting, radio and television programmes, cinema and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (v) To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and del in minerals, tree logs, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacturers of which timber or wood is used.
- (w) To carry on the trades or business of a telephones, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges, web design, Internet, café, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether

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consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.

- (x) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arboriculturalists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture.
- (y) To engage in and carry on all or of the business of manufacturers of and dealers, and workers in cement, lime, plasters, clay, whittlings, gravel, stone, chippings, minerals, eat, fuel, artificial stones, bricks tiles, tiles, roofing's, pipes, pottery earthenware, china sanitary and conveniences of all of all kinds and as well as tone crushers and quarry owners. To carry on the business of manufacturing, wholesalers, retailers, exporters and importers of cement, aggregate stones, lime bricks, tiles, pipe earth wire, artificial stones, earth wire, hardwares like apparatus solution, paint, iron sheets, earth fuel and all building materials.
- (z) To carry on the business of training in variety of Computer software applications, to import computers, printers, peripherally, software, and computer supplies for sale, to offer repair services for computer, hardware and troubleshooting computer software, to provide software and hardware support to customers, to carry on business of installation of computers and hardware packages, to carry on the business of writing of programmes and applications for word-processing, spreadsheets and Databases for customers, to proved Secretarial Services, word-processing, spreadsheets, databases in our offices and customers site.
- (aa) To carry on the business of farming, planters, growers, cultivators, horticulturalists, market gardeners, agriculturists and buyer of every kinds of vegetables and fruits to prepare farms of coffee, rice, maize, sugarcane, banana plants, beans, tomatoes, onions, and other products, to preserve process cure, blend, refine trait, manufacture and render marketable any such produce and to sell, dispose and deal in a produce either in its prepared, manufactured raw or other state and either in its prepared.
- (bb) To carry on the business of export and or import of bird, carvings, artworks, woodworks, guiding aids, artistic and or demonstration tools, business promotion apparatus and or tools, wood and or timber products, forest produce, designers of arts and representations thereof, dealers in carvings of all kinds, types and description whatsoever.
- (cc) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to

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organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.

- (dd) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (ee) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (ff) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (gg) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (hh) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (ii) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (jj) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

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- (kk) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ll) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (mm) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (nn) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (oo) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient..
- (pp) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (qq) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (rr) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ss) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (tt) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (uu) To obtain any provisional order, act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

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- (vv) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (qq) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (rr) To do all other things as may be deemed incidental or conducive to The entertainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

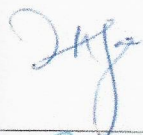
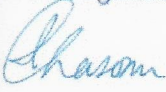
The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

**AND** it is hereby declare that the word "Company" in this clause , except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the firs sub-clause.

- 4. The Liability of the Members is Limited
- 5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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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 by each Subscriber	Signature
HAPPINESS NESVINGA P. O. BOX 13945 DAR ES SALAAM	50	
ISRAEL CHASOSA P. O. BOX 13945 DAR ES SALAAM	50	

Dated at Dsm this 12 day of Feb. 2014

Witness to the above signatures

Name :

P. K. Chuma

Signature :




Postal Address :

12500

Qualification :

Advocate



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ARTICLES OF ASSOCIATION

OF

NESCH MINTECH TANZANIA 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 is 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

2. 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 to or more persons hold one or more shares in 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.

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### TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse 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.
4. 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 who 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, starting 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.

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

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I, ANDREW L. LUBGO  
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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.

6. **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. **HAPPINESS NESVINGA**
  - 2. **ISRAEL CHASOSA**

- 7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
- 8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.
- 9. 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.
- 10. 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.

- 11. 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

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L. ANDREW I. LUHIGO  
ADVOCATE, NOTARY PUBLIC & COMMISSIONER  
FOR OATHS OF P. O. BOX 4026 - MWANZA  
DO HEREBY CERTIFY THAT THIS IS A TRUE &  
ACCURATE COPY OF THE ORIGINAL  
Signature: *[Signature]* Date: *2/6/2020*

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

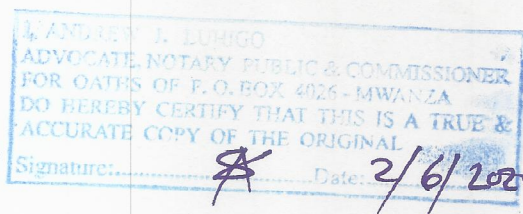
14. The office of a Director shall be vacated if the Director;
  - (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Company;
  - (d) abstains himself from meetings of the directors for a period of six months 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.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.



#### SECRETARY

18. 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.

#### WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### ALTERNATION OR ADDITION

20. 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.

#### 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 judgment 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 Act 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 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.

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**I, ANDREW L. LUHIGO**  
**ADVOCATE, NOTARY PUBLIC & COMMISSIONER**  
**FOR OATHS OF P. O. BOX 4026 - MWANZA**  
**DO HEREBY CERTIFY THAT THIS IS A TRUE**  
**ACCURATE COPY OF THE ORIGINAL**  
Signature:.....*[Signature]*.....Date: *2/6/2020*

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
HAPPINESS NESVINGA P. O. BOX 13945 DAR ES SALAAM	50	<i>[Handwritten Signature]</i>
ISRAEL CHASOSA P. O. BOX 13945 DAR ES SALAAM	50	<i>[Handwritten Signature]</i>

Dated at *[Handwritten: Dsm]* this *12* day of *Feb.* 2014

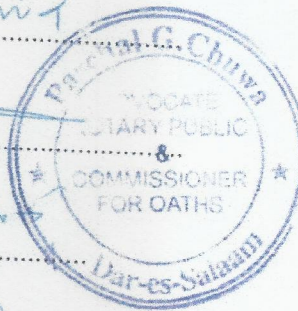
Witness to the above signatures

Name : *[Handwritten: P.G. Chuma]*

Signature : *[Handwritten Signature]*

Postal Address : *[Handwritten: 1557]*

Qualification : *[Handwritten: Advocate]*



**I, ANDREW L. LUHIGO**  
**ADVOCATE, NOTARY PUBLIC & COMMISSIONER**  
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 Signature: *[Handwritten Signature]* Date: *2/6/2014*