

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

of

BREEZTEK TECHNOLOGIES LIMITED

Incorporated thisday of 2016

DRAWN BY:

Finest Attorneys & Co. Advocates
3RD Floor, Nic Life House Building, Wing "A"
Sokoine Drive/ Ohio Street
P. O. Box 31833
DAR ES SALAAM.

TANZANIA
COMPANY REGISTRATION
PAID BY ORIGINAL
REGISTRATION NO. 62880-17/02/16
TARIFF DATE: 02/02/16

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BREEZTEK TECHNOLOGIES LIMITED

TANZANIA
COMPANY REGISTRATION
PAID BY ORIGINAL
REGISTRATION NO. 62880-17/02/16
TARIFF DATE: 02/02/16

1. The name of the Company is BREEZTEK TECHNOLOGIES LIMITED.
2. The Registered Office of the Company will be situated in Tanzania.
3. The object for which the Company is established are:
 1. To carry on business as Telecommunications Service Providers and engage in Telecoms designs and survey works and generally carry on Structural and Civil Engineering works suitable for the purposes of the Company.
 2. To carry on consultancy services in Telecommunications engineering and related matters and generally to render services of all kinds to others.
 3. To purchase or otherwise acquire real or personal property of all kinds in Tanzania and elsewhere, and in particular land, buildings, licences, concessions, right of way, light or water, and any rights or privileges which it may seem convenient to obtain for the purpose of or in connection with the business of the company, and whether for the purpose of resale or realization or otherwise, and to manage develop, sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights.
 4. To act as Investment Holding Company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by anybody corporate constituted or carrying on business in any part of the world or by any Government, Sovereign, Ruler, Commissioners, Public body or Authority and to hold the same as investments, and to sell, exchange, carry and dispose same.

5. To undertake feasibility studies and carry out research, planning and/or project write ups in all matters related to and the establishment, upgrading, stabilizing, consolidation of business establishments, both for retail and wholesale, as the case may be, and to carry out designs and facility layouts for such business units. To establish and carry out business in any or all of the aforesaid establishments for the benefit of the company.
6. To engage in computerized price updating of stocks and services, and take part and offer stock transfer facilities between contracted clients to avoid obsolescence and unpredictable write offs.
7. To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
8. To carry on business of estate development and property developers, land surveying publishing, printing, property management, real estate agent and managers, and to engage in all associated undertakings, including the renovation, refurbishment of buildings, and to carry on business as town planners, landscape designers, and architects and to sell building properties.
9. To carry on business as property designers (interior and exterior decorations) construction works, structural design and detailing, quantity surveying, cost estimation, quality management and properties project management.
10. To carry on business as property surveyors and valuers, and to acquire all powers, permits, consents and right necessary or desirable to carry on the business of the company; and to deal in and dispose of the same in any desirable manner.
11. To carry on business of general contract, merchandise supplies, maintenance, manufacturing production, event planners, packing and to provide all associated services, including maintenance, repair, and cleaning.

12. To carry on the trade or business of estate owners, commission agents, land or builders, decorators, building contractors, merchants and any other trade or business whatsoever which can in the opinion of the company be advantageously or conveniently carried on by the company.
13. To promote on the company's estate, the establishment of desirable social amenities, including but not limited to churches, schools and libraries.
14. To sell, lease, mortgage or otherwise dispose of property, assets or undertaking of the company or any part thereof for such consideration as the company may think it fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in parts similar to those of the company.
15. To carry on all or any of the following businesses namely; hoteliers; builders and construction work, interior and exterior decorators, merchants and dealers in stone, sand, lime, bricks and ceramic & terrazzo tile, import and export of general goods, travel and estate agent and manufacturer representatives.
16. To carry on the business of house and office furniture's and interior decorators, rental service of occasional and functional equipment, like chairs, drum, tarpaulin tents, chairs, cutleries, drums and all kinds of goods that are capable of being hired and for the profitable venture of the company.
17. To supply, maintain and repair boreholes, sales of borehole equipment, machines and to drill oil wells for any oil companies as contractors and provide technical construction services of every description, including erection, improvement, repair, alteration, maintenance and demolition construction works, electrical installation, supplies of electrical equipment and building materials.
18. To engage in construction works, plumbing water borehole drilling and construction of water reservoirs, steel construction, bridge and road construction and water drainage.

19. To carry on business of general trading, general merchant, import and export of all kinds of goods, supplies, wholesales and retails, distributors, contracts, sales and marketing, manufacturing, agro-allied products and general merchandising.
20. To carry on the business of general merchant, manufactures and deal in all other goods and things of such nature that can be in the opinion of the company be conveniently manufactured, carry on the business of general contractors, suppliers, exporters of general goods, buying agents, international trade, manufacturers & manufacturer's representatives and merchandise of every description.
21. To carry on any other business, which may seem to the company capable of being conveniently carried on in connection with any of the above-mentioned business, or calculated directly to enhance the value of, or render more profitable any of the company's property.
22. To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the company in any business capable of being carried on so as directly or indirectly to benefit the company.
23. To establish and maintain or procure the establishment and maintenance of any contributory pensions or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the company or officers of the company or of any such other company as aforesaid and the wives, widows, families and dependents of and such persons and also establish and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
24. To sell, lease mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think it fit and in particular for shares, stocks,

debentures or other securities of any other company whether or not having objects altogether or in parts similar to those of the company.

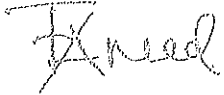

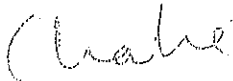
25. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital shall be allowed except with the sanction (if any) for the time being required by law.
26. To act as agents or brokers for any persons or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world either as principals, agents, contractors, or otherwise and either alone or jointly with others and either by or any of them.
27. To carry on business of Advertising, Printing, Packaging, Haulage, Mass Transit Services, Information Technology and Telecommunication, Tourism and Leisure Services, Labor Supplies and Management Consultancy.
28. To carry on the business of Garage proprietors and of a service station for motor vehicles of all kinds and to buy and sell oil and petroleum products, gas for lighting, heating, motive power, or any other purpose whatsoever.
29. To acquire, construct, erect, lay down, maintain enlarge, alter, work and use all such lands, buildings, easements, gas and other works, machinery, plant, stock, pipes, lamps, motors, fittings, meters apparatus, materials and things, and to supply all such materials, products and things as may be necessary, incidental, or convenient in connection with the production use storage, regulation, measurement, supply and distribution of any of the products of the company.
30. To buy and sell petrol, gas, kerosene, gasoline, oil and petroleum products, new and used motor vehicles, parts of such vehicles accessories, suppliers, radios, motorcycles, motorboats and all kinds of machinery and electrical goods.

31. To obtain all necessary permits or licenses required for the purpose of enabling the company to carry on its said business upon such terms and conditions as may be acceptable.
32. To carry on the business of importers, exporters, General merchants, shippers, marketers of petroleum products, equipment and accessories and to erect Filling stations, Gas stations and other structures for that purpose and to act as commission agent and General contractors.
33. To carry on the business of traffic control in all its ramifications (including maintenance and repairs of amber lights); traffic managers and building constructors, engage in road construction, maintain, operate and manage any roads, railways, tramway, reservoirs, shop, store, factories, buildings, storage areas, facilities, works, plant and machinery necessary or convenient for the company's business.
34. To manufacture, produce, buy, sell, dispose of and deal in gas, coke, tar and all other residual products resulting from the manufacture of gas, and to carry on all the business that are usually or may be conveniently carried on by gas companies.
35. To carry on business as land agents and property brokers; and generally to deal in real estate of every description and undertake general investments in business of all descriptions.
36. To borrow or raise or secure the payment of money by Bank overdrafts, by mortgage, or by the issue of debentures or debenture stocks, Certificates or other Securities, perpetual or otherwise, in such manner as the Company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge upon all or any other Company's rights, property or assets, present and future, including any uncalled of its uncalled capital or without any such security, and collaterally or further to secure any securities of the Company by a trust deed or assurance, and to purchase, redeem or pay off any such security or loan.
37. The business specified in each 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 by reference to or inference from the terms of any other paragraph or the name of the company but may be carried out in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

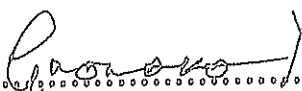
4. The company is a Private Limited Liability Company.
5. The Liability of the Members is limited by shares
6. The authorized initial share Capital of the Company is Tshs. 8,000,000/- divided into 100 Ordinary shares of Tshs. 80,000/- each with power of the Company to increase or reduce such capital and to divide the shares in the capital for the time being whether original or increased, into several different classes, and to attach therefore respectively any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions so that unless the conditions of issues shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

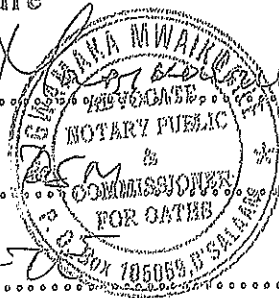
We, the several persons whose names, addresses description are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE
FRANCIS ANIEDI EKENG PLOT 52, MORRISON CRESCENT OREGUN ALAUSA IKEJA LAGOS NIGERIA (COMPANY DIRECTOR)	70	
OLUMIDE OLEGBENGA ONIYIRE 9, KOFOWOROLA CRESCENT OFF BALOGUN BUS STOP OBAFEMIA AWOLOWO WAY IKEJA LAGOS NIGERIA (COMPANY DIRECTOR)	29	
MUSA CHAHE P.O. BOX 40100 TAZARA FLATS, BLOCKS A5 MAGANGA ST. TEMEKE	1	

Dated at Dar es salaam this 16 day of 82 2016

Witness to the above signature

Name: 
Address: 18 COG 9
Occupation: Advocate



NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE
FRANCIS ANIEDI EKENG PLOT 52, MORRISON CRESCENT OREGUN ALAUSA IKEJA LAGOS NIGERIA (COMPANY DIRECTOR)	70	<i>Anied</i>
OLUMIDE OLEGBENGA ONIYIRE 9, KOFOWOROLA CRESCENT OFF BALOGUN BUS STOP OBAFEMIA AWOLOWO WAY IKEJA LAGOS NIGERIA (COMPANY DIRECTOR)	29	<i>Olumide</i>
MUSA CHAHE P.O. BOX 40100 TAZARA FLATS, BLOCKS A5 MAGANGA ST. TEMEKE	1	<i>Chahe</i>

Dated at Dar es salaam this *16* day of *02* 2016

Witness to the above signature

Name: *Amama Mwanjiku*
 Address: *105069 DEM*
 Occupation: *EDUCATE*



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Registrar of Companies

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Stamp Duty No. 52006
RECEIVED
62630 of 17/02/16
Registrar of Companies

THE COMPANIES ACT 2002
(CAP. 212)

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

BREEZTEK TECHNOLOGIES LIMITED

INTERPRETATION

1. In these regulations "The Act" means the Companies Act, 2002 Chapter 212 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, words or expressions contained in these regulations bear the same meaning as in the Act.

CLASSES OF SHARES

2. The Company may from time to time issue classes of shares. It shall be the responsibility of the directors to determine the classes of shares to be issued. All the rights or restrictions attached to each particular class of shares shall be specified in the terms of issue but such rights may at any time be varied in accordance with the provisions of the Act.

RESTRICTION

3. The Directors may in their discretion and without giving any reason; refuse to register any transfer of any share whether or not it is a fully paid share.

RESTRICTION ON TRANSFER OF SHARES

4. The company shall not allot any new or unissued shares unless the same are offered in the first instance to all shareholders or to all the shareholders of the class or classes being issued in proportions as nearly as may be to their existing holdings.
5. The offer to existing shareholders shall be by notice specifying the number of share to which the shareholder is entitled to subscribe and limiting a time, not being less than 28 days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined.
6. On the receipt of an intimation from the shareholders that they decline to accept the share offered or after the expiration of the stipulated time, as the case may be, the board of directors may, subject to the terms of any resolution of the company, dispose off the shares of the company at a price not less than that specified in the offer, in such manner as they think most beneficial to the Company.
7. Articles 4, 5 and 6 are not alterable except with the unanimous consent of all members of the Company.

COMMISSION ON BROKEAGE

8. The Company may exercise the powers of paying commission provided that the rate percentage or the amount of the commission paid agreed to be paid shall be properly disclosed in accordance to law. Such commission may be satisfied by the company of cash or the allotment of fully or partly paid shares or in one way and partly in the other.
9. The Company may also on any issue of shares pay such brokerage as may be lawful.

10. Subject to the provisions of the Act, the company shall be bound after ratification of all pre-application contract entered into on its behalf by the promoters.

ALTERATION OF CAPITAL

11. The Company may from time to time by Ordinary Resolution effect an alteration of its share capital in any of the ways set out in the Act.
12. Subject to the provisions of the Act on resolution of capital, the company may, whenever it considers it expedient to do so, by special resolution reduce or increase its share capital, any capital redemption fund and any share premium account.

MEETING

13. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
14. The Chairman of the Board of Directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their members to be Chairman of the Meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.

PROCEEDINGS AT GENERAL MEETINGS.

16. All business shall be deemed special, that is transacted at an Extra-ordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

17. (a) No business shall be transacted at any general meeting unless a quorum of members is formed at the time when the meeting proceeds to business and for the purpose hereof, unless it is otherwise provided, two thirds of members present in person or by proxy shall be a quorum.
- (b) If within thirty minutes from the appointed time of the meeting a quorum is not formed, the meeting if convened upon the requisition of members shall be dissolved; in another case, it shall stand adjourned to the same day in the following week, at the same time and place, and if at the adjourned meeting a quorum is still not formed within thirty minutes from the appointed for the meeting the members of whatever class present shall be a quorum.
18. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before on the declaration of the result of show of hands) demanded by the Chairman or at least three members entitled to vote at the meeting or by the holders present in person or by proxy of at least one-tenth part of the total voting rights of all members holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on show of hands been carried unanimously, or by a particular majority or lost and an entry to that effect in the minutes book of the company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favor of or against such resolution. A proxy need not be a member or the Company.
19. Any corporation which is a member of this company may, by resolution of its Directors or other governing body, authorize any person to act as its representatives at any meeting or meetings of this company or of any class of member thereof and such representatives shall be entitled to exercise at the meeting same powers on behalf of the corporation which he represents as if he had been an individual shareholder or including power, when personally present, to vote on a show of hands.
20. A proxy may take part in the proceedings of a general meeting as if he were the member whom he represents.

VOTES OF MEMBERS

21. On a show of hands every member present in person or by proxy shall have one vote. On a poll, every member shall have one vote for each share of which is the holder.

DIRECTORS

22. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
23. Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two or not more than ten.
24. The Directors shall have power at any time to appoint a person as an additional Director.
25. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors and any such remuneration shall be divided amongst them as they may agree, or failing agreement, equally. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.
26. It shall not be necessary for any Director of the Company to acquire or hold any shares qualification, but a Director shall be entitled to receive and to attend all General Meetings.

POWERS AND DUTIES OF DIRECTORSS

27. The Directors from time to time and at any time, may provide through Local Boards Attorneys or Agents for the management of the affairs of the Company outside Tanzania and may appoint any person(s) to be members of such Local Board or as Attorney or Agents and may remove any person(s) to appoint others in their places and may fix their remuneration.
28. The Directors from time to time, and at any time may delegate to any such Local Board, attorneys or Agents any of the powers, authorities and discretion for the time being vested in the Directors, other than the power to

make calls, forfeit shares, borrow money or issue debentures and any such delegation may be made on such terms and subjects to such conditions as the Directors may at any time annul or vary such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

29. Any Director may at any time appoint any other director or appoint any other person approved by a majority of the other directors for the time being to be alternate and may at any time remove any alternate director appointed by him, and (subject to such approval as aforesaid) appoint another in his place. An alternate director shall not be entitled to receive any remuneration from the Company nor shall it be necessary for him to acquire or hold any qualification share, but shall be entitled (subject to his giving to the Company an address within Tanzania at which notices may be served on him) to receive notice of meeting of the Director appointing him is not present and at such meeting to exercise all powers, duties and authorities of the director appointing him. A Director who is also an alternate director shall be entitled in addition to his vote, to separately vote on behalf of the director he is representing. An alternate director, if his appointment ceases for any reason to be a director, shall ipso facto cease for any reason to be a director. Every person acting as an alternate director shall be an officer of the Company and shall not be an agent of or for the director appointing him. All appointments and removals of an alternate director made by any director in pursuance of this Article shall be in the registered office of the company.

BORROWING POWERS

30. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and or issued debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

THE SEAL

31. The Directors shall provide for the safe custody of the Seal, which shall be used by the authority of the Directors or committee of the Directors on their behalf and every instruments to which the seal is affixed shall be signed by a

Director and countersigned by the Secretary or a Second Director or by some other person appointed by the Directors for the purpose.

DISQUALIFICATION OF DIRECTORS

32. The Office of a Director shall be vacated:-

- a. Upon removal in accordance with the provisions of the ACT.
- b. If by notice in writing to the company he resigns the office of directors
- c. If he becomes bankrupt or insolvent or is convicted by any law court of having participated in any criminal act.

33. A Director may hold any other office or place of profit under the company except that of Auditor, upon such terms as remuneration, tenure of office and otherwise as may be determined by the Board of Directors.

34. A Director shall be capable of contracting or participating in the profit of any contract with the company in the same manner as if he were not a Director subject nevertheless to the following provisions:-

- a. He shall declare the nature of his interest in any contract or proposed contract in which he is interested and
- b. After he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or an matter arising thereon, and if he does so vote, his vote shall not be counted; the prohibition against voting shall not, however, apply to any contract or arrangement for giving securities to a Director for advances made or to be made by him to the company for liabilities or obligations whether by way of guarantee or otherwise, incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the company or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally for any shares or debentures of the company or for any company, in which this company is interested), and may at any time be suspended, relaxed or removal to any extent and any terms or conditions by the company in General Meeting.

- c. A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under the Articles.
35. The Company may by extra-ordinary resolution remove any director and may by any ordinary resolution, appoint another person in his stead; such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the company.

PROCEEDINGS OF DIRECTORS MEETINGS

36. The quorum necessary for the transaction of the business of the Directors shall be two thirds of all Directors of the Company.

AUDIT

37. Auditors shall be appointed and their duties regulated in accordance with provisions of the Act or any alteration thereto for the time being in force.
38. A resolution in writing signed by the Directors entitled to notice of a meeting of Directors shall have the same effect and validity as a Resolution of the board duly passed at a meeting of the Board duly convened and constituted.

NOTICES

39. In winding up, the liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets among the members in such proportion and manner as may be determined by the resolution provided always that, if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same rights of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with the provisions of the Act.

WINDING UP

40. In winding up, the liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets among the members in such proportion and manner as may be determined by the resolution provided always that, if any distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same rights of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with the provisions of the Act.

INDEMNITY

41. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the company shall be indemnified out of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted.

