

THE COMPANIES ACT 2002

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

CLASSIC BREWERIES LIMITED

DRAWN BY:

STEVEN DOGANI DIALLO,

(SUBSCRIBER),

P. O. BOX 6404,

DAR ES SALAAM

Tanzania

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
CLASSIC BREWERIES LIMITED

NAME

1. The name of the Company is CLASSIC BREWERIES LIMITED

REGISTERED OFFICE

2. The office of the Company will be situated in the Tanzania mainland.

OBJECTIVES

3. The objectives for which the Company is established are:-
  - (a) To carry on production and sale of malt beer, non alcoholic malt beverages and alcoholic fruit beverages in Tanzania for purpose of promoting, advancing and improving the professional interest of brew and malt house production and technical personnel.
  - (b) To carry on production and revolve around the need to provide quality brew to our various target customers, in the process fully satisfying their needs. This shall be undertaken through the implementation of high quality control standards and technological innovations. To carry on production and assist in the marketing of Lake Victoria Made beers and to build public recognition and support brewery as viable and successful business operations.
  - (c) To carry production and educate the public on the historical, economic, social and health issues concerning the responsible promotion, sale, and consumption of beer. To serve in an active, cooperative, and open manner with all industry partners in the development and growth of beer brewing as key part of the beverage industry in the country.

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12/26/19

(d) To carry on the business of hotel services, hostelry, bar, restaurants, lodge, café, motel, holiday camps, room houses, out-court apartments, housekeepers or managers of swimming pools, club ground, place of amusements, sports and recreation entertainment of every description, To carry also the business of groceries, beer depots, spirit alcohol beverages brewery and other commodities, supply of soft drinks, like soda and all kinds of soft drinks, to be the Agent of hard drinks like beer, whisky and supply to every groceries, bar and to any other places which is needed as the Company sees it fit.

(e) To carry on the business of building contractors, construction of industries, civil engineers, maintenance engineers, Architectural consultants, building for execution of works, room payment makers, repairs and renovators. To undertake the business of building bridges, roads, highways, works, quantity surveyor also to offer professional consultancy in the field such as mechanical road construction, heavy equipments and labour plumbing and drainage system, architectural, plan design and execute technical market surveyor.

(f) To carry on the business of shop dealers whole sales and retailers of hardware materials and building materials, selling of bricks, floor tiles, roofing tiles, ceramic tiles, iron sheets, import and export the same and carry the business of consultants in the field of construction, manufacturing and production of roofing iron sheets, iron bars, nails, ceiling boards, chipping of aggregate stones, lime bricks, tiles, pipes, earth wire, artificial stones, earth fuel and all building materials of all kinds to be used for roads, rails. Selling of cupboards, tables and all wood materials to be used in offices and households.

(g) To carry on the business of transport of Cargo and passengers to provide transport services to Tourists, who lodge in the hotels and operate motor transport of all kinds, including leasing or hiring for number of period or number of journey, hire and lease cars, lorries, trucks, ship, buses, for travel, tour operators by road, rail, aircrafts, ships and carriers of goods and passengers and all kinds of marine services.

(h) To carry on the business of owners and operators of pharmacies, whole sale and retail pharmaceutical chemists and druggist and dispensing chemists, carry on the business of surgical appliances, medical appliances, artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to deal in all requisites for hospitals, pharmaceutical drugs, hospital equipments, to acquire, purchase or take over, promote, construct, establish and carry on the business of healthy clinics, pharmacy, healthy centres, healthy franchisees, and to carry on any other business which the Director of the Company may deem fit.

- (i) To carry on the business of supplier and selling of news papers, magazines, journal periodicals and other business which can be conveniently carried on in connection therewith and all other magazines which will be needed by the organizations.
- (j) To carry on the business of Cleaning and Services of offices, Public area, Residences, Government Parastatal Organization, City, Municipals, Levy correctors, revenue agency with Municipality Urban Areas and to deal with decorations, fumigation, environmental, maintain gardens of offices, residences services of sanitary, internal designing land scarping, catering services in the offices, wedding ceremonies of every kind.
- (k) To deal in the business of Sewage system cleaning of all water ways and to do any other business which is in the opinion of the Directors either directly or indirectly related to the above objects or is calculated to enhance the profit of the company or otherwise and to deal also in all tenders which offices, city, and other organizations may offer for the benefit of the Company.

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- (l) To carry on the business as a suppliers of fresh fruits to banks, offices and all other organizations which will like the services of pineapples, mangoes, bananas, W-Mellow, Apples, Oranges, Tangerines, Oranges South Africa, Grapes Dodoma, Carrots, Passions, Avocado, Tangos, Sweet banana, Sugar can, and Papaws.
- (m) To carry on the business of electrical and electronics works, mechanical works and automobiles, importing of new and reconditioned household materials of every kind ware materials, freezers, televisions set, video, tapes, cassettes, radio and radio cassettes, recorders, compact cassettes, pools cassettes, music system and any other musical sets and machineries and raw materials for manufacturing the same.
- (n) To establish, own, manage and operate terrestrial digital television and broadcasting network to meet the educational, information and cultural needs of Tanzanians through high quality content distribution and services.
- (o) To use advanced digital compression techniques to encode and transmit audio, text, images and video signals to facilitate bandwidth usage.

p) To carry on the business of fishing, fish processing, mixed and filtering preparations and any other business auxiliary thereto importers and exporters of fish sardines, fillets to be used for food or otherwise, fish boats, other vessels whatsoever. Slaughters, cold storage premises, warehouses, sheds and other requisite useful for the business of the Company.

q) To construct steamship, tawlers, catchers, carries, drifters, fishing boats, boat or other vessels whatsoever, slaughterhouse, cold storage premises, warehouses, shed and other building requisite useful for the business of the Company.

r) To carry on the business of hotel services, hostelry, bar, restaurants, lodge, café motel, holiday camps, room houses, out-court apartments, housekeepers or managers of swimming pools, club ground, place of amusements, sports and recreation entertainment of every description, To carry also the business of groceries, beer depots, spirit, alcohol beverages brewery and other commodities, supply of soft drinks, like soda and all kinds of soft drinks, to be the Agent of hard drinks like beer, whisky and supply to every groceries, bar and to any other places which is needed as the Company sees it fit.

s) To carry on the business of selling of timber merchants and supply of saw mill proprietor and by sell prepare for market, import and export and deal in timber and wood of all kinds and manufacture deal in furniture's and timber for building houses and timber for charcoals, for need of the human being and other sources of domestic or otherwise.

t) To engage in the business of New and Reconditioned for motor vehicle, motor cycles, repairing them for selling as the company sees it fits.

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(u) To perform and engage into the business of geological and geophysical consulting, ground, field services and compilation of exploration data to provide integrated project, generations and management services in the mining industry to search for area of mineral, mines and grant licenses for mining in or over any land which may be acquired by the Company.

(v) To carry on the business of commissioner Agent, auctioneers, house agent, land and estate agent's appraisers, rent collectors, levy municipal cess, levy or rates collectors, court brokers or transaction usually undertaken by Auctioneers, values managing agent, personal agent, financial agents, advisers, consultant technical agent and purchase or otherwise disposal of and deal in real and personal property of every description.

(w) To carry on the business of stationeries buyers and sellers of all kinds of stationeries, education books and equipments to purchase stock and sell of periodicals, books and textbooks for schools. Colleges, offices stationeries, print and manufacture of stationery, book binding.

(x) To carry on the business of Vision and Audio Production (Multimedia) prepare of TV and Radio Commercial Advertisement, documentaries films printing and advertise advertisements in any form whether by using hardcopy electronic and to invest broadcasting radio stations that will disseminate information to the general public and also invest TV Station that will be viewed by general public aiming to educate the above needy to establish Mobile advertisement, sound system, to intervene co-operate and collaborate with modes on commission basis. The Company will exchange, support, sponsor, and promote any form or entertainments.

(y) To undertake also by any other means of sell locally or export cotton products, textiles, cottonseed, cotton bales and other cotton products and textiles of all types and also deal in the business of selling and importing edible oils. To carry on the business of fumigation, pest control, domestic fumigation, office fumigation, garden fumigation, produce fumigation, termites and all kinds of fumigation.

(z) To carry on the business of Petrol Station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubricating oil, grease and fuel oil of all kinds and all other kinds of minerals and petroleum products as an importers and dealer of distributors and servicing and repairing of vehicles of all types generally.

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Date 12/12/2011

- (aa) To engage in the business of saloon and do the selling of cosmetics and sell of human being cosmetics products of all kinds, petroleum jells, perfumes, soap, detergents, hair lotions, essential oils and all other business and process in the connection with the above mentioned business. To carry on also the business of fumigation, pest control, site fumigation domestic fumigation, garden fumigation, and all kinds of fumigation.
- (bb) To operate small scale prospecting and mining operations, for all kinds of mineral including gold, copper, diamond, gemstone, silver, aluminium, petroleum and petroleum products, jewels of all kinds, manganese, Tanzanite's buy sell manufacturer and deal in mineral ornaments, smelting and refining any types of minerals and employ mining experts, agents. Enter into partnership with companies which have expertise in the field of mining, for exploring, surveying prospecting and land development for purpose which will be beneficial of the company in execution for foregoing objects, to deal in diamond cutter and processors of minerals from their raw form into a form ready for use and consumption both abroad and internally or as the Company sees it fit.
- (cc) To carry on the business of Bureau de change, place of premier, money exchange place. To do any other business which in the opinion of the Directors is either directly or indirectly related to the above objects or is calculated to enhance the profit of the Company or otherwise.
- (dd) To carry on the business of auctioneers, house agents, land and estate agent's appraisers, values, commission agents, personal agents, and financial agents. Advisers, consultants, technical agents and purchase or otherwise dispose of and deal in real and personal property of every description.
- (ee) To assist, promote, establish and contribute to manager, control or support sick funds and any associations or institutions for providing, upon any terms or conditions medicines, drugs, medial and surgical preparation apparatus and appliances and restoratives during sickness or illness.
- (ff) To enter into partnership or any arrangement for sharing profit, union or interest co-operation Joint Venture, reciprocal concessions or otherwise with any person or Company in any business or transaction directly or indirectly to the benefit of this Company and to lend money to guarantee the contracts or otherwise acquire shares and securities of any such Company, and to sell or reissue, with or without guarantee, or otherwise with the same.

- (gg) To engage in the business of poultry and daily keeping farming and horticulture, to acquire keep and undertake the exportation of live stock and products of cattle, goat, cheese, milk, ghee, import and export of hides and skin leather and any other live stock products.
- (hh) To carry on the business of dry cleaners, launderers, dyers, tinkers, bleachers and laundry sundries for men and women and the business of repairing tailors and a vale ting services to dye colour, bleach size, wash, clean, dry iron, press, disinfect, renovate, waterproof and prepare for use all manners of fibrous substance article of every description, upholstery, carpets, furniture and all other kinds of articles, domestics or otherwise.
- (ii) To carry on the business of merchants, trades. Dealers, agents for import and export, purchases and sale of merchandise, goods, material commodities and produce of any kind, whether manufactured or not and to act as agent and broker fort manufacturers and merchants, manufacturer representatives, and generally to undertake and carry out commission agency work of any kind whatsoever.
- (jj) To operate the business of flour milling of rice maize, millet and other agricultural product. To do any other business which in opinion of the Directors is either directly or indirectly related to the above objects or is calculated to enhance the profit of the Company or otherwise.
- (kk) To carry on the business of recording and tapping music and dealers in cassettes, showing films, electrical equipments, radio sets, records and videotaping and showing.
- (ll) To carry on the business of running schools colleges of business and information technology of every kind, like Nursery Schools, Primary Schools, Secondary Schools and Adult Education for the benefit of the Nation and people as a whole, and also schools of teaching people how to keep their body fit doing exercise and extra mural studies in popular business studies such as conducting research in the above mentioned field and carry on the field of consultancy in the field of all kinds of business.

- (mm) To carry on the business of establish and carry on a school of secretarial services and accountancy office and undertake typing, copying, duplicating lithographic lamination stereotyping, binding, photocopy, and undertake secretarial works of every kind and the supply and servicing of office machines. To offer professional consultancy in the fields such as mechanical, civil electronic and electrical engineering accountancy taxation, business finance transpiration computer.
- (nn) To carry on the business of fitters, saddlers, tubes makers, galvanizes, Japanese annelids, enamellers, electro-platters, electricians, manufacturers, of all kinds of electrical machinery, electrical appliances for any purpose whatsoever to manufacturer sell apply and deal in accumulators, lumps, meter engines, dynamos, batteries, telephonic, or telegraphic apparatus of any kind and manufacture, mill and render marketable any such oil and to sell dispose of and deal in any such oil either in its prepared, manufactures or raw state.
- (oo) To acquire, take over, promote, establish and carry on all or any of the business and seed crushers and manufactures and manufacturers and processors of Soya beans, linseeds, cotton seeds, groundnuts, Simsim, sunflowers and any other or process from the fore mentioned plants or other natural and oil substance and to prepare manufacture, mill and render marketable any such oil and to sell dispose of deal in any such oil either in its prepared, manufactures or raw state.
- (pp) To carry on also the business of importing of all kinds of clothes selling for retail or wholesales of clothes for men, women and children's. To do any other business which in the opinion of the Directors is either directly or indirectly related to the above objects or is calculated to enhance the profit of the Company or otherwise.
- (qq) To carry on the business of meal manufacturers, grain, seed, cake, hay-straw and fodder merchants, varnish and paint makers, candle and oil, glycerine and inks of all kinds.

- (rr) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fettering, preparation of every description, makers and manufactures of artificial manures and fertilizers of every description, manufactures of soaps of all kinds and be wholesalers and retailers, dealers thereof, flax, cotton oil, cake, corn merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants representatives of overseas, local manufacturers industrialists or other like organization in any type of goods, product or commodities.
- (ss) To transact any and every description of agency, commission, commercial industrial, manufacturing, merchant and financial business, and to carry on the business of clearing and forwarding agents, shipping agents, commission agent, customs agents, provisional merchants, stock, importers, retailers and wholesalers, transporters of goods, motorcars, omnibuses, motor cycles and coach buses proprietors and carriers and job masters.
- (tt) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorized to carry, or possess property suitable for the purpose of this Company.
- (uu) To invest and deal with money of the Company not immediately upon each security and in such manner as may from time to time be determined.
- (vv) To purchase, lease, or otherwise acquire, and to hold sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery of plants, mills, factories warehouses or any other determine.
- (ww) To carry on any other trade, the business or activity whatsoever and do anything of any nature which can in the opinion of the Directors of the company, be advantageously or conveniently carried on by the company in connection with as an extension to, as ancillary to or independently of its businesses before enumerate or the general or existing businesses of the Company for the time being.

- (xx) 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.
- (yy) To apply for, promote, and obtain any statute charters, assignments, privileges, concessions, license or authorizations of any Government state or municipality or city or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's constitution or for any other purpose which may seem expedient and to oppose any actions, steps proceedings, or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- (zz) To promote any other company for 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 may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company.
- (aaa) To lend advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and other having dealings with the Company, and to give guarantee to become surety for any persons, firm or companies for the due payment or money for the performance of any obligation or liabilities.
- (bbb) To receive money on deposit or loan and borrow or raise money or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or company or any obligation undertaken by the Company or any other person or company as the case may be.

(ccc) To establish and support or aid in the establishment and support of association, institution, funds, trusts and clubs calculated to benefit the employees of ex-employees of the Company, or any of its predecessors in the business, or any company which is a subsidiary company of the Company or is allied there to or associated therewith, or dependents or connections of such persons, persons and to grant or provide pensions and allowances to make or enter into arrangements for the provisions or policies of life assurance, pensions or other benefits to or for any directors employees of the Company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trust and scheme providing for payments insurance) which may be considered calculated to promote such persons or benefit.

(ddd) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company thinks fit, and in particular for share, debentures, or securities of any company purchasing the same.

(eee) To purchase or otherwise acquire letters, patents, inventions, concessions, licenses, right and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patents, invention, concessions, licence, right and privileges, whether in East Africa or in any other part of the world.

And it is hereby expressly declared that the services sub-clause of this clause and all the powers thereof are to be cumulative and in no case in the generality of any one sub-clause to be neither narrowed or restricted by any particularity of any other sub-clause, not is feneral expression in the same sub-clause or by the application of any rule of construction included fineries or otherwise.

And it is hereby further declare that the word "Company" save when used in reference to this Company in this claude shall be deemed to include any partnership or other body or persons, whether incorporated oar not incorporated and whether domicile.

4. The liabilites of the members are limited.
  
5. The authorised Capital of the Company is Tshs. 50,000,000/= (Fifty million only) divided into 50,000 ordinary shares of Tshs. 1,000/= (One thousand) each. The Company shall have the power from time to time to increase or reduce its capital into several classes and to attach there to resective preferential or defered, qualified or special rights, privilages and conditions.

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Asst. Registrar of Companies  
12/2/19

We the several persons whose names and address are described are desirous of being formed into a Company in pursuance of this Memorandum of Association and agree to take the number of shares on the capital of the Company set opposite to our respective names.

	Name, Address and Description of Subscriber	Number of Shares taken by each Subscriber	Signature
1.	STEVEN DOGANI DIALLO P.O.BOX 6404, DAR ES SALAAM	5,000	<i>[Signature]</i>
2.	RAPHAEL SAMWEL NYALLA, P.O.BOX 1372, MWANZA	5,000	<i>[Signature]</i>
	TOTAL NUMBER OF SHARES TAKEN	10,000	

Dated this 20<sup>th</sup> day of July 2018

WITNESS TO THE ABOVE SIGNATURES

NAME: DICKSON USAHA MINGOJI  
 ADDRESS: 194C BNY 11 (Mwani)  
 QUALIFICATION: ADVOCATE  
 SIGNATURE: *[Signature]*

DRAWN BY:-  
 STEVEN DOGANI DIALLO,  
 (SUBSCRIBER),  
 P.O.BOX 6404,  
 DAR ES SALAAM.  
 Tanzania

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
 Sub. No. of Companies: 13/25/17

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF  
CLASSIC BREWERIES LIMITED

BY CERTIFYING THIS IS  
A TRUE COPY OF THE ORIGINAL

Asst. Registrar of Companies  
Date: 12/28/09

1. The regulations contained in Table A in the schedule to the Act shall no apply to the Company subject to such modification as are hereinafter contained.
2. The Company is a Private Company and accordingly.
  - (a) The right to transfer shares is restricted in that manner hereinafter prescribed.
  - (b) The number of members for the time being if the Company (exclusive persons who are in the employment of the company and of a persons who having been formerly in the employment and have continued after the determination of such employment to be members of the company) is not exceeds fifty. Provided that for the purpose of this provision where two or more persons hold one share in the company jointly they shall be treated as single member.
  - (c) Provided that the purpose of this provision where two or more persons hold one share in the company jointly they shall be treated as single member.
  - (d) Any invitation to the public to subscriber for any share debentures of the company is prohibited.

CAPITAL.

3. The Initial Authorized Share Capital of the Company is T.Shs. 50,000,000/= (Fifty Million only) decided in to 50,000,000/= ordinary shares of T.Shs 1,000/= (One thousand ) each. The Company shall have the power from time to time to increase or reduce its capital into several classes and to attach there to respective preferential or reduce its capital into several classes and to attach there to respective preferential or deferred, qualified or special rights privileges and conditions.

## SHARES

3. (a) The Initial Authorised Share Capital of the Company is Tshs. 50,000,000/= (Fifty million only) divided into 50,000 ordinary shares of Tshs. 1,000/= (One thousand) each.
- (b) Without prejudice to any special right previously conferred on the holders of any existing shares of class of share, any in the company may be issued with such preferred, deferred or other special.

Subjects the provision of section of the Companies Act any preference share may, with the sanction a special resolution be issued on the terms that they arte, or at the option of the company are liable, to redeemed on term in such manner as the company before the issue of the share may special resolution determine.

4. Except as required by law, no person shall be recognized by the company as holding and shares upon any trust, and the company shall not be bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of share or (except only as by these articles or by law otherwise provided) any right in respect of share except holder.
5. Every person whose name is entered as a member in the Register of Members shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificate each for one mote of his shares, upon payment Shs. 5/= for every certificate after the first or such less sum as the Board shall from time to time determine. Every certificate shall be under the seal and shall specify the share to which is relates and the amount paid up thereon. Provided that in respect of shares to shares held joint by several persons the company shall not be found issue more than one certificate and delibery of a certificate for a share to one several joint holders shall be sufficient to all such holders.

## LIEN

- The company shall have a first and paramount lien on every share (not being a full, paid (share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of all shares (other than fully paid shares) standing registered in the name of single person for all money presently payable by him or his estate to the company, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this Article. The company's lien (if any) on share shall extend to all dividends payable thereon.

## CALL ON SHARES

- The Directors from time to time call upon Members in respect of any money unpaid on their shares provided that no call shall be payable at less than one month from the date fixed for payment of the last proceeding call, and each member (subject to receiving at least fourteen days notice specifying the time or time and place so specified and amount called on his shares). A call may be revoked or postponed as the Directors may determine.
- A call shall be deemed to have been made at the time when a resolution of directors authorizing the call was passed, and required to be paid instalments.
- The Directors may, if fit receive from any member willing to advance same or any part of the money unpaid upon all or any of the moneys so advanced bay (until the same would, be for such advance become payable) pay interest at such rate not exceeding five per cent (5%) per annum, as may be agreed upon between the Directors and Members paying such in advance.
- No shares shall be transferred to a person who is not a member of any person selected by the Directors as one who it is desirable in buying the shares. Board of Directors shall confirm all shares transferred.

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferor is entered in the Register of member in respect thereof.
12. Subject to the approval of the Board of Directors any member may transfer all or any of his shares in instrument in writing any usual or common form, or other form, which the Board may approve.
13. No shares shall be transferred to a person who is not a member so long as any member or any near relative of a member in that order of priority is willing to purchase the same at a fair price.
14. The Director may also decline to recognise any instrument of transfer unless it is accompanied by the certificate of the shares, to which it relates, and such other evidence as the Board may reasonably require showing the right of the transferor to make the transfer, and the instrument of transfer is in respect of only one class of share.

#### TRANSMISSION OF SHARES

15. In case of the death of a member the persons legally entitled to the estate of the deceased shall be the only persons recognized by the company as having any title to his interest in the share.
16. Any person becoming entitled to consequence upon death or bankruptcy of member may, upon such evidence bank produced as may from time to time property be required by the Board, and subject as here in after provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof but the Board shall in either case have the same right to decline or suspend registration as it would have has the case of a transfer of the share by the member before his death or bankruptcy.

### FORFEITURE OF SHARES

17. If a member fails to pay any or instalments of call on the appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalments remains unpaid serve notice on him requiring payment of so much of the call or instalments ad unpaid, together with any interest which may have accrued.
18. The notice shall name a further day not earlier than the expiration of fourteen days from the date of service of notice, on or before which payment required by the notice is to be made and shall state, than in the event of non-payment at or before the appointed day, the shares in respect of which the call was made will be liable to be forfeited.

### ALTERATION OF CAPITAL

19. The company may from time to time by special resolution increase its share capital by such sum to be divided into share of such amount, as the resolution shall prescribe.
20. The company may from time to time do the following resolutions:-
  - (a) Consolidate and divide all any of its shares capital into share of smaller amount than its existing shares.
  - (b) Sub-divide its existing shares of any of them, into shares of smaller amount that is fixed the Memorandum of Association subject, nevertheless, to the provision of the Act.
  - (c) Cancel any shares, which, at the date of the passing of resolution, have not been taken of, agreed to be taken by any person.
21. The company may by special resolution reduce its capital, any capital redemption reserve fund or any share premium account in any manner and which subject to any incident authorized and consent required by law.

### GENERAL MEETING

22. An ordinary general meeting of the company shall be held once on every calendar year at such time (not being more the fifteen months after the holding of the last proceeding ordinary general meeting) and place, as Board shall appoint. Each such meeting shall be specified as an ordinary general meeting in the notice calling it and be held in addition to any other general meeting in that year.
23. All general meeting other than ordinary meetings shall be called extraordinary general meeting.
24. The Board of Directors may whenever it thinks fit, convene an extraordinary general meeting shall also be convened on such requisition, or default. Any may be convened by such requisitions as provided by the Act.

### NOTICE OF GENERAL MEETING

25. Every general meeting shall be called by twenty one day's notice in writing at the last PROVIDED THAT a meeting of the company shall not withstanding that is called by shorter notice than specified in these articles, be deemed to have been duly called if it is so agreed by all the numbers entered to attend and vote there at.

### PROCEEDING AT GENERAL MEETING

26. All business shall be deemed special that is transacted at any extraordinary general meeting and also all business is transacted at and ordinary general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of Board and of the Auditors and the appointed of, and the fixing of the remuneration of the Auditors and the appointment of, and the fixed of the remuneration of the Auditors.
27. At any general meeting a resolution put to the meeting shall be decided on a show of hands, a poll is (before or on the declaration of the results of the show of hands) demanded by the Chairman or any member present in person or by proxy.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which hands take place, or at which the poll is demanded shall not have a second or casting vote.
29. Subject to the Act a resolution in writing signed by all the time being entitled to receive notice of and attend and vote at general meeting shall be as valid and effective as if the same had been passed at general meeting of the company duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of duly-authorized representatives concerned.

#### VOTE OF MEMBERS

30. Subject to any rights or restrictions for the time being attached to any class or classes of share, every member present in person or by proxy shall on a show of hands have one and on a poll for each of which he is the holder.
31. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of share in the Company have been paid.
32. The instrument appointing a proxy shall be in writing under the hands of the appointer. A proxy need not be a member of the Company.
33. Until otherwise determined by the Company in General meeting the company shall have four Directors and one Secretary.
- (a) The number of Directors of the company shall not be less than two and more than thirty.
  - (b) The following persons shall be the first Directors of the Company:
    1. Steven Dogani Diallo
    2. Raphael Samwel Nyalla
34. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the company in General meeting may from time to time determine. The Director shall also be paid all reasonable travelling, hotel and other expenses incurred by them in connection with the business of the company.

Director's Certificate  
 TRUE COPY  
 Assn. Registrar of Companies  
 Date: 12/24/19

35. If at any time the director is incapable of performing his duties, the other members of the company may act as the Director.
36. The company in general meeting shall from time to time determine the remuneration of the Directors. Such remuneration shall be deemed to accrue from to accrue from time to time and day to day.

#### BORROWING POWER

37. The Directors may from time to time at their discretion exercise all the power of the Company to borrow or raise and or secure the payment sum of money for the purpose of the Company.
38. The management of the business of the Company shall be vested in the Directors who, in addition to the powers authorized by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting, but nevertheless the provision of the Act and of these presents and to any regulations so made shall invalidate any prior act of the director which should have been had if such regulations so made shall have not been made.
39. The Directors may from time to time and at any time by power of attorney appoint any company, firm person or body person, to the attorneys of the company for such purpose with such power authorities and discretion's (not exceeding those vested in or exercisable as the company may think fit), and for such period and subject to such conditions as they may think fit and may such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.
40. (1) A Director when is in any way, whether directly, interested in a contract or proposed contract with the company shall declare the nature of his interest to the other member on accordance with the Act.  
(2) A Director may hold any office or place of profit under the company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as remuneration and otherwise) as the company may determine.

41. All cheques, promissory notes, drafts bills of exchange and other negotiable and transferable instruments and all receipts for money paid to the company shall be signed, drawn accepted endorsed or otherwise executed, as the case may be in such manner as the Director shall from time to time by resolution determine.
42. The Directors shall cause minutes to be made in books provided for the purpose.
  - (a) Of all appointment of the officers;
  - (b) Of the Directors;
  - (c) Of all resolutions and proceedings at all of the company.
43. The Directors on behalf of the company pay a gratuity or pension or allowance on retirement of Director who has held any other salaries or profit with the company or to his widow or dependants and pay premium for the purchase or provision of any such gratuity, pension or allowance.

#### DISQUALIFICATION OF DIRECTORS

44. The office of a Director shall be vacated if the Director: -
  - (a) Ceases to be a Director by virtue of the Act; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditor general; or
  - (c) Becomes prohibited from being a Director by reason or any order made under the Act; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company.

#### SECRETARY

45. The Secretary shall be appointed by the Directors for such terms at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Director.
46. A provision if the Act or these Articles requiring or authorizing a thing to be done by or to a Director and Secretary shall not be satisfied by its being done by or to the same person acting both as director and as or in place of the secretary.

### THE SEAL.

47. The Directors shall provide for the safe custody of the seal. Only the authority of the Directors shall use it and every instrument to which the seal shall be affixed shall be signed by a Director and also by the secretary.

### DIVIDENDS AND RESERVES

48. The company in general meeting may meet from time to time declare dividend, but no such dividend shall exceed the amount recommended by the Director.
49. The Director may from time to time pay the members such interim dividends as appear to the Director to be just by the profits of the company.
50. No dividend shall be paid otherwise than out of profits.
51. The Directors may before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as reserve or reserves which shall, at the discretion of the directors be for any purpose to which profit of the company may be properly applied and pebbling such application may at the like discretion, either be employed in the business of the company or be invested in such investment (other than share of the company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profit, which they may think prudent not to divide.
52. The Directors may from time to time divide dividend any member all sums or more (if any) presently payable by them to the company on account of calls otherwise in to the shares of the company.
53. No dividend shall bear interest against the company.
54. The Directors shall cause proper books of accounts to be kept with respect to:-
- (a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sale and purchases of goods by the company;

55. The books of accounts shall be kept at the registered office or at such other place as the Directors think fit and shall share always be open to inspection by the other members.
56. The Directors shall at some date not later than eighteen months after incorporation of the Company, in accordance with section 123 of 129 (both inclusive) of the Act, cause to be prepared the profit and loss accounts, balance sheet, group accounts (if any) and reports as are referred to in those and subsequently once at least in every calendar year be laid before the Company in general meeting.

#### AUDIT

57. Auditors shall be appointed and their terms regulated in accordance with sections of the Act.

#### NOTICE

58. The company may give a notice to any member either personally or by sending it by Post Address to him at his registered address.



#### WINDING UP

59. If the company shall be wound-up, the liquidator may with the sanction of a special resolution of the company and other sanction required by the ordinance, 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 division shall be carried out as between the members of different classes of members.

#### INDEMNITY

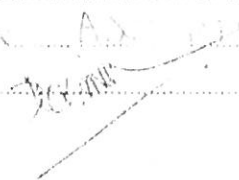
60. Every Director, Agency, Auditor, Secretary and other Officers for the time being of the company shall be indemnified of the assets of the company against any liability incurred by him in defending any proceedings, where civil or criminal, in which judgement is given in his favour, or in which he is acquitted, provided that such liability was incurred in his capacity as Director, Agent, Auditor, Secretary or other Officer of the Company, or in connection with any application under section of the Act in which relief is granted to him by the Court.

We the several persons whose names and address are described are desirous of being formed into a Company in pursuance of this Articles of Association agree to take the number of shares on the capital of the Company set opposite to our respective names

	Name, Address and Description of Subscriber	Number of Shares taken by each Subscriber	Signature
1.	STEVEN DOGANI DIALLO P.O. BOX 6404, DAR ES SALAAM.	5,000	
2.	RAPHAEL SAMWEL NYALLA, P.O. BOX 1372, MWANZA	5,000	
	TOTAL NUMBER OF SHARES TAKEN	10,000	


Dated this 25<sup>th</sup> day of July 2018

WITNESS TO THE ABOVE SIGNATURES

NAME DICKSON MUCHEMBO  
 ADDRESS P.O. BOX 1190, OPELE MWANZA  
 QUALIFICATION Adv. LL.B.  
 SIGNATURE 

DRAWN BY:-  
 STEVEN DOGANI DIALLO,  
 (SUBSCRIBER),  
 P.O. BOX 6404,  
 DAR ES SALAAM,  
 Tanzania.

NOT A TRUE COPY  
 TELECOPY OF THE ORIGINAL

  
 Dist. Secretary of Company  
 Date 12/2/19