

THE COMPANIES ACT, 2002

(Act No. 12 of 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

TOSHA TRANSPORT LIMITED

Incorporated this ____ day of June, 2018.

Certified true copy of the Original
Sign: Peter Elibariki Makundi Date: 14/6/2018
PETER ELIBARIKI MAKUNDI
Advocate, Notary Public & Commissioner
for Oaths

DRAWN BY:

M/s MEMBAR LAW ATTORNEYS, (Advocates),
REDCROSS BUILDING, 6TH FLOOR,
MOROGORO ROAD/BIBI TITI MOHAMED STREET,
P.O. Box 8840,
DAR ES SALAAM,
TANZANIA.

THE COMPANIES ACT, 2002

(Act No. 12 of 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TOSHA TRANSPORT LIMITED

1. The name of the Company is "TOSHA TRANSPORT LIMITED"
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - (a) 4923 – Freight transport by road, Main activity
 - (b) 4921 – Urban and suburban passenger land transport, Main activity
 - (c) 4922 – Other passenger land transport, Main activity
 - (d) 5210 – Warehousing and storage, Main activity
 - (e) 5229 – Other transportation support activities, Main activity

AND it is hereby declared that:

- (i) The objects specified in each of the paragraphs 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 or 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 paragraphs defined the objects of a separate and distinct comply.
4. The liability of the members is **limited**.
5. The share Capital of the Company is Tanzanian Shillings **FIVE HUNDRED MILLION (TShs. 500,000,000/=)** divided into **10,000 Shares** of Tanzanian Shillings Fifty Thousand (TShs. 50,000/=) only each.

The Company has power to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

The shares in the original or any increased capital may be divided into several classes and there may be attached thereto, respectively any preferential, deferred or other special rights, privileged, conditions or restrictions as to dividend capital, voting or otherwise.

72. The names of the first Directors of the Company are as follows:

- (i) MAHAD ABDULAH NUR
- (ii) KHADAR HERSI HUSSEIN

(1) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

(2) In addition to their usual remuneration the Directors shall, subject to the approval of the whole Board of Directors, also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.

73. Any Director may at any time appoint any person to be an alternate Director of the Company, with powers which may be limited by the Director, and may at any time remove any alternate Director so appointed from office, and, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address at which notices may be served on him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Directors at any meetings at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Directors or by cable, making or revoking such appointment sent to or left at the registered office. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him. Any Director or alternate Director may, in addition to his position as Director or alternate Director, be appointed as an alternate to or by any number of Directors.

74. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

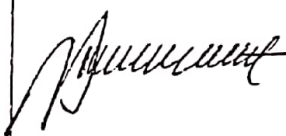
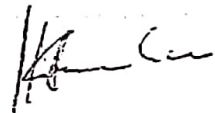
75. The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. An vacancy occurring in the board of directors may be filled up by the Company by an ordinary resolution.

76. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall when the number of Directors exceeds three, be three, and when the number of Directors does not exceed three, be two. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the like form, each signed by one or more of the Directors but so that the expression "Director" in this article shall not include an alternate Director other than an alternate Director appointed by a Director who at the date of the resolution is absent from Tanzania.

POWER AND DUTIES OF DIRECTORS

77. The business of the Company shall be managed by the directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act, 2002 or any statutory modification thereof, for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these articles and of the said Act, and the exercise of such powers shall be subject to control of any general meeting of the Company specially convened for the purpose, but no resolution of the

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

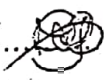
Names, Addresses and Occupation of Subscribers	Number of Shares taken	Signature of Subscribers
MAHAD ABDULAHI NUR, P.O.BOX 40121, DAR ES SALAAM, TANZANIA. (Businessman)	5500	
KHADAR HERSI HUSSEIN, P.O BOX 40121, DAR ES SALAAM, TANZANIA. (Businessman)	4500	
TOTAL NUMBER OF SHARES TAKEN	10000	

Dated at ^m 26 this JUNE day of June, 2018.

Certified true copy of the Original
Sign: M. W. Choggy Date: 14/4/2020
PETER ELIBARIKI MAKUNDI
Advocate, Notary Public & Commissioner
for Oaths

WITNESS to the above Signature:

NAME: M. W. CHOGGY

SIGNATURE: 

POSTAL ADDRESS: 2567 DAR ES SALAAM

QUALIFICATION: ADVOCATE

