

**THE UNITED REPUBLIC OF TANZANIA**

**Certificate of Incorporation**

**No.**

**I hereby certify that**

**EAST AFRICA PACKAGING PRINTING  
INDUSTRIES LIMITED**

In this day incorporated under the Companies Act 2002, and that the  
Company is Limited

Given under my hand at Dar es Salaam this ..... Day of ..... Two  
Thousand and sixteen

**Seal**

**Registrar of Companies**

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

**EAST AFRICA PACKAGING PRINTING INDUSTRIES LIMITED**

1. The name of the company is "EAST AFRICA PACKAGING PRINTING INDUSTRIES LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on business in Tanzania and elsewhere as manufacturers of and dealers in and importers and exporters of all kinds of packaging and containers including cartons, boxes and cases wholly or partially of paper, board, wood, glass, plastic, rubber, metal, gelatine, tin or otherwise and glass bottles, glass jars. Flasks, casks and glass containers of every description, fibrite boxes, corrugated containers, corrugated folding boxes, display boxes, aluminium, foils, and packing requisites of every kind and description.
  - (b) To carry on the business of manufacturers of and dealers, in, importers, exporters of pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including packaging goods and materials such as bags, cartons, containers, and boxes whether made of paper, plastic or any other materials and pens, pencils and ball pens
  - (c) To carry on the business of manufacturers, importers, exporters and dealers in all types of rubber, leather, plastic latex, celluloid, bakelite and similar goods and their accessories and fittings, including tyres, tubes, rolls, rollers, shoes and packaging items.
  - (d) To carry on the business of manufacturers, designers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, systems designers, and contractors for erection and commissioning on turn-key basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing, maintenance of all types, varieties, and kinds of products, manufactured goods and equipment whether on behalf of clients or for business of the Company.
  - (e) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government

offices, universities and all other places where the services of a supplier are needed.

- (f) To carry on the business of printing and publish any newspaper, periodicals, books, fliers, leaflets and booklets. To carry on business of supplying stationery, office equipment, writing materials, teaching aids, exercise books and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (g) To carry on the business of manufacturers and fabricators of and dealers in machinery, machine tools, implements, engineering products, machinery spares and components of all types and in particular to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire import, export let out on hire, trade and deal in machine tools and implements other machinery, plant, equipment, article, apparatus appliances, component parts, accessories, fittings, and things in any stage or degree of manufacture, process or refinement.
- (h) To carry on business of factory for metal fabrications, producing all kind of metals, producing iron sheets, iron bars, flat bars, square pipes and many kinds of iron produce.
- (i) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise and more particularly boots, shoes and all kinds of footwear whether made of leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- (j) To carry on in India or elsewhere, the business of buying, selling, marketing, supplying, importing, exporting, trading, hedging, storing, distributing, transporting, manufacturing, compressing, producing, processing, refining, mixing, formulating, purifying, disinfecting, converting, compounding, developing, deriving, discovering, searching, mining, quarrying, releasing, manipulating, preparing, or otherwise dealing in fuels required or used in industries, household, agriculture, laboratories, hospitals, aviators, vehicles, space rockets, communications, power plants, energy generation, water works, forest/plant protection and all other purposes whatsoever, including

petroleum, petroleum products and by products, petrochemicals, oil, crude, oxygen, hydrogen, nitrogen, carbonic acid and all sorts of gases including natural gas (NG), liquified natural gas (LNG), compressed natural gas (CNG), liquified petroleum gas (LPG) and associated gaseous substance, hydro-carbons, coal, coal bed methane, lignite, coke, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil, including other related products and to act as selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C & F agents, wholesalers and retailers for aforesaid products and designing, developing, erecting, installing, setting up, operating, maintaining, managing, owning, leasing, hiring retail or wholesale outlets, pumps, terminals, depots, showrooms, storage tanks, warehouses, godowns, objects, equipment, devices, facilities, infrastructure, and to carry on the business of transportation and distribution, designing, setting up, erecting, maintaining, and operating in India or abroad, pipes, pipelines, cross country piping systems, cylinders and other allied facilities for distribution of fuels, gases, natural resources, and to provide other related and ancillary services, facilities, assets or infrastructure, including but not limited to value all sorts of added services, and to plan, establish, develop, provide, promote, use, operate, conduct, procure, facilitate, maintain, do business, provide infrastructure and act as consultants, agent for attaining the above object

- (k) To design, develop, manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery, fixtures, devices, and contrivances and parts thereof including, but not limited to telecommunications electronic test and measurement equipment analytical equipment, data processing equipment, electronic calculators, equipment services, electrical and electronic components of every description and mini computer and micro computer products, mainframe and super computers, computer networking products and services, computer software, firmware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and sub assemblies related to all of the above used in connection therewith, and to deal in all other machines, machinery, appliances apparatus devices, materials, substances, articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
- (l) To manufacture, import, buy, sell, exchange, distribute, fabricate, mold, extrude, expand, compress, bond, laminate, reinforce, well, shape, coat, print, treat, spin, weave, electroplate, vulcanize, melt, metallize, strength split, to adopt any of processes for foaming, fibrillation, cocooning and to manipulate, prepare for market or otherwise deal in polyethylene and polyethylene products, bye products,

and variations, woven sacks, all kinds of tapes tarpaulins, sheets, carpets, tents, wires, ropes, roofing sheets, containers, and any other products which may be usually and conveniently combined with the business of the company.

- (m) To carry on the business of development, marketing, import, export, maintenance and service of all kinds of manufactured goods and products for all kinds of business including manufacturers and dealers in modem and accessories, hardware and accessories of every description for use in providing Internet, Intranets, Private Telecommunication Networks, or by any other means, E-mail service, facsimile service, education and training services, web sites, electronic market places, integral service digital networks, video conferencing, including renting, maintaining, repairing and, for the purpose, to set up plants, purchase, import or otherwise acquire the same and to run, maintain all such plants, machinery and to undertake all activities, directly or indirectly related to electronic commerce right from conception to transition, training, implementation, and modification and services related to Electronic-Commerce business, including developing content-based programs to exploit the Internet, Intranets and Private Telecommunication Networks or any other means for serving the cause of companies, groups of companies, industries, service organizations and government and quasi-government undertakings whether in India/abroad.
- (n) To carry on the business as selling agents, brokers, adantias, buyers, sellers, importers, exporters, dealers in, collectors, manufacturers of or in any other capacity and to import, export, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in machinery, equipment, components spare parts, goods, produce, articles and merchandise of any kind whatsoever and without prejudice to the generality of the foregoing agricultural commodities, food grains, cash crops, cotton, tea jute coffee, fruits, vegetables, flowers, milk, milk products, meat, seeds, raw materials required by industries semi-finished products of industries and finished products of industries including machinery, equipment, chemicals, intermediates, electrical goods, textile yarns, garments, furniture, minerals, ores and oils as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis
- (o) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person,

firm or company and to do all things and execute such documents and deeds as may be necessary to that end.

- (p) 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.
- (q) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (r) To provide consultancy services in the fields of land estate, architectural, mechanical, civil, structural, electrical engineering, quantity surveying, valuation of land and machinery, all kinds of fixed and movable assets; stocks, shares, business, joint venture.
- (s) To carry on the business of Architectural, quantity surveyors, and surveyors, real estate, estate agents, house agents, land and management valuation, land agents, appraisers, valuers, structure engineer, house developer, surveyors and general house agents and to purchase or otherwise dispose of and deal in real estate and personal property of every description, to undertake or direct the management of the property, buildings, land and estates or any tenure or kind of any persons, whether members of the company or not, in the capacity of stewards or receivers or otherwise to let or lease any such premises or parts thereof and to improve such functions for the occupiers or tenants thereof and of building civil electrical, mechanical, heat, light, sound, ventilation, construction, water and sanitary engineering and planning of land use.
- (t) To carry on the business of construction of supermarket mall warehouse, sports leisure parks, inland container depot, building oil storage tanks, building gas plants both commercial and for home use, dealing with constructions of warehouses of every kind and description and whatsoever.
- (u) To carry on the business of builders and civil contractors, engineers, plumbing engineering, founders, construct, maintain, repairs, pull down and restore either alone or jointly and establish jointly ventures with other companies, persons works or all descriptions including ginneries oil mills, textiles, factories, engines, roads, bridges, machineries and houses, offices, workshops, buildings and premises and any fixed or movable machineries, tools, plant, implements, patterns, stock-in-trade,

patents and patent rights, technical know-how, goodwill liabilities and engagements of or connected with workshops.

- (v) To carry on business of builders, masonry and general civil and building contractors, general maintenance's, designers and decorators and among other things to construct, execute, carry out, improve water courses, reservoirs, irrigation, reclamation of land, sewage, drainage and other sanitary works, electric and other supply works, house building and election of any kind and to carry on any other business in connection with the aforementioned business that are customarily or usually carried out in connection therewith or naturally incidental thereto.
- (w) To carry on the business of builders and civil contractors, engineers, plumbing engineering, founders, construct, maintain, repairs, pull down and restore either alone or jointly and establish jointly ventures with other companies, persons works or all descriptions including ginneries oil mills, textiles, factories, engines, roads, bridges, machineries and houses, offices, workshops, buildings and premises and any fixed or movable machineries, tools, plant, implements, patterns, stock-in-trade, patents and patent rights, technical know-how, goodwill liabilities and engagements of or connected with workshops.
- (x) To carry on the business engineering, general civil works, renovations, office decorators, maintainers of dilapidated buildings, designers of building roads, structure maintenance, architects and quantity surveyors, mechanical engineering, electrical engineering, electronics engineering, sanitary engineering, electrical engineering tramways, docks, harbors, shavers, canals, water courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, warehousemen, plants appliance and fittings, tiles, pipe, earthen,
- (y) To carry on business of construction of Trunk roads, High Way roads, Railways line, street, Malls, supermarkets, houses of whatever description and erect warehouses, shops, factories, plant or works of every description on any land of the Company, or any other land and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon and generally to deal with and improve the property of the company.
- (z) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (aa) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, logistics, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (bb) To carry on the businesses of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemist shops, cold storages, cinemas, theatres, studios, exhibition halls, amusement centers, wine and beer shops, department stores, hospitals, clinics, nursing homes, maternity and family planning units, pathological laboratories, optician shops, massage houses, concert and dancing halls, discotheques, schools, colleges and training institutions, circuses, sports clubs, skating halls, boating and padding pool, radio and television stations, garage and service stations, repairs shops, petrol pumps, gymnasiums, safe deposit vaults, warehouses, godowns, car parks, hangers and race courses.
- (cc) To provide the business of travel agents, tour operators, tourist agents and contractors, safari and expeditions, insurance, forwarding and general agents, aircraft and ship owners, shoot, photograph, charters, hotels, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.
- (dd) To carry on the business of dealers and or in metals, bullion, gold, silver, diamonds, precious, stones, ornaments, and jewellery and paintings and coins and manuscripts and objects of art, obligations or securities by original subscriptions, tender purchase, exchange or otherwise on the basis of forward contracts or ready delivery and to subscribe for the same or to guarantee the subscription thereof.
- (ee) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property

in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.

- (ff) To carry on the business of pharmaceuticals, hospitals, general traders, merchants, manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.
- (gg) To carry on the business of providing Internet Network Services, consultancy, and selling of all types of information technologies, computer systems, conference systems, marketing, services, telecommunication systems, security systems, fire alarms systems door access Control, Electrical fence, Car track systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (hh) To carry on the business of computer networks, sales of computers, consultancy, computer training, short courses, graphic, design, internet café computer programming, web sites, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related networks activities.
- (ii) 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.
- (jj) 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.
- (kk) 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.
- (ll) 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.

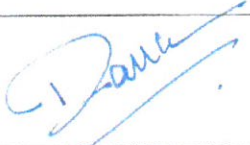

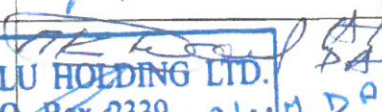
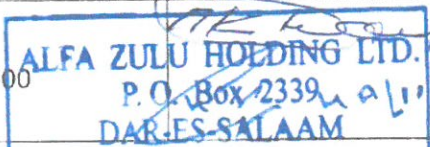
- (mm) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (nn) To lend money on any terms that may think fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (oo) 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.
- (pp) 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.
- (qq) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (rr) 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.
- (ss) To obtain any provisional order, or 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.
- (tt) 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.

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.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 50,000,000/= divided into 10,000 shares of Shillings 5,000/= 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.

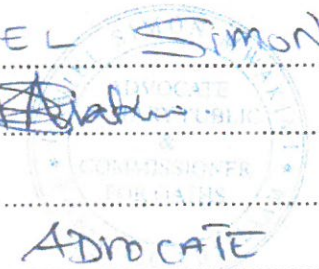
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDULRAZZAK ABDULLATIF P. O. BOX 38086 DAR ES SALAAM	1000	
OSMAN HARUN JUSABANI P. O. BOX 38086 DAR ES SALAAM	1000	
ALFA ZULU HOLDING LIMITED P. O. BOX 38086 DAR ES SALAAM	8000	 

Dated at Dumman this 28<sup>th</sup> day of January 2016

Witness to the above signatures:

Name : DANIEL SIMON  
 Signature :   
 Postal Address : .....  
 Qualification : ADVO CATE



THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

OF

**EAST AFRICA PACKAGING PRINTING INDUSTRIES 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.

## TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason there of 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, stating 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.

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**

- 1. **ABDULRAZAK ABDULLATIF**
- 2. **OSMAN HARUN JUSABANI**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than five in number.
  - (b) The following persons shall be the first Directors of the company:-
- 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 two.
  - 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 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

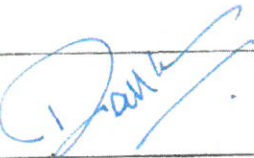

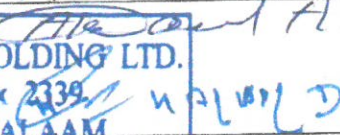
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special 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 favor 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 Articles 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 Articles or 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDULRAZZAK ABDULLATIF P. O. BOX 38086 DAR ES SALAAM	1000	
OSMAN HARUN JUSABANI P. O. BOX 38086 DAR ES SALAAM	1000	
ALFA ZULU HOLDING LIMITED P. O. BOX 38086 DAR ES SALAAM	<div data-bbox="794 685 1220 840" style="border: 1px solid black; padding: 2px;">           ALFA ZULU HOLDING LTD.            8000 P. O. Box 2339            DAR-ES-SALAAM         </div>	

Dated at Dumman this 24 day of January 2016

Witness to the above signatures:

Name : DANIEL SIMON

Signature : 

Postal Address : .....

Qualification : .....

