

TANZANIA
THE COMPANIES ACT, NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

P.O. BOX 88

AND

ARTICLES OF ASSOCIATION

OF

MYAFRICA PROPERTIES LIMITED

Incorporated thisday of20.....

Drawn by:

**Godwin P. Sandi,
Advocate,
P. O. Box 1406,
Moshi.**

*Certified True Copy
of the Original*

[Signature]
ADVOCATE

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

MYAFRICA PROPERTIES LIMITED

is this day incorporated under the Companies Act, No. 12 of 2002, and that the
Company is Limited .

Under my hand at Dar es salaam this day of
two thousand and

SEAL

.....
REGISTRAR OF COMPANIES

THE COMPANIES ACT, NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MYAFRICAPROPERTIES LIMITED



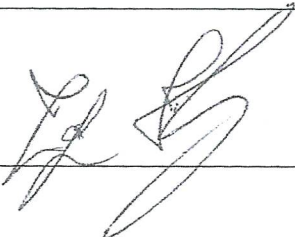
1. The name of the company is **MYAfrica Properties Limited**
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the company is established are:
 - (a) To build, operate or lease out hotels, lodges & resorts as well as restaurants, shopping, recreation and entertainment areas on the said properties.
 - (b) To run or lease restaurants, coffee shops, bars, business shops, offices and similar.
 - (c) To acquire by purchase, lease, hire, exchange or otherwise, any estate, land, buildings or hereditaments of any nature or description situated any part of the United Republic of Tanzania or elsewhere.
 - (d) To maintain, develop or reconstruct hotels, restaurant, clubs, offices, flats, houses, shops, building, land & buildings by construction on ownership basis or otherwise.
 - (e) To carry on the business of tours, promoting the hotel industry, establishing restaurants, cafes, hotels, lodges, motels, resort places, clubs and catering generally.
 - (f) To provide tour guide services, shuttles services, safe deposits, inquiry bureaus and baggage, arranging all means of transport, private or business registered.
 - (g) To carry on the business of import, export and trade of general merchants, building material, promotional items, food products, beverages, confectionery.
 - (h) To act as food distributors, wholesalers, retailers, commission agents and manufactures representatives.
 - (i) To buy, sell, import, produce, manufacture, process food or otherwise deal in or serve food and food products, meat, groceries, fruits, confectionery wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in or related to the said businesses.
 - (j) To carry on the business of organizing and performing trade fairs, exhibitions, music festivals, weddings & other events and stage entertainment.
 - (k) To cultivate any estate, land and properties to be acquired by the company, clearing, planting, pasturing, or farming, and for the purpose aforesaid to purchase from time to time such horses, cattle and stock and any employ such labour and from time to time sell all or any part of the live or dead stock, timber, sisal, coffee, tea, cotton, groundnuts, maize, beans, wheat and other produce of such lands, as may be necessary for carrying on such business of planting, farming or pasturing on the said lands.
 - (l) To build, operate and promote Museum facilities and related services.
 - (m) The develop, improve and utilize any land acquired by the company, or in which the company is interested and layout and prepare the same for building roads, and

conveniences and to plant, pave, drain, maintain, let on building, agreement of any such land, advance money to, and enter into contracts and arrangement of all kinds with builders or tenants of and others interested in any such land.

- (m) To co-ordinate retail, wholesale, commercial, cultural, entertainment, tourism, sports and leisure activities in the external public areas of Tanzania or elsewhere.
 - (n) To take and contract public and private loans, and to negotiate and issue the same.
 - (o) To promote and form other companies for all or any of objects mentioned in this Memorandum or any extension thereof and to transfer to any such company all or any of the property of this company, and take or otherwise acquire and hold shares, debentures or other securities of any such company and to subsidise or otherwise assist any such company
 - (p) To establish agencies and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
 - (q) To purchase or otherwise acquire or assist all or any part of the business property and liability of any company, society, partnership, or person, formed for all or any part of the purposes within the objects of the company and to conduct any part of the purpose within and carry on or liquidate and wind up any such business.
 - (r) To acquire businesses and all or any part of the assets and property of any other company.
 - (s) To borrow, raise money or secure obligations (sheeter of the company or any other person) by the issue of debentures, debenture sink (perpetual or terminable) bonds mortgages, or any other securities, founded or based upon all or any of the property and rights of the company including its uncalled capital, or without any such security and upon such terms as to priority or otherwise as the company shall think fit.
 - (t) To receive money, deposits, loans, with or without allowance of interest thereon.
 - (u) To lend money to or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely, directly or indirectly to further any of the objects of the company or the interest of its members.
 - (v) To enter into any agreements with any government or authority, supreme municipal, local, or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority and right privileges and concessions which the company may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concession.
 - (w) To do all or any of the above things in Tanzania or in any part of the world and either as principals or agents, trustees or otherwise and either alone or in conjunction with others and by or through agents or trustees or otherwise and to do all other things as may be necessary incidental or conducive to the attainment of the above object or any one or more of them and it is hereby declared that in their interpretation of this clause, the meaning of the Company, objects shall not be restricted by reference to any other objects or by just a position of one or more objects and that in the event of any ambiguity this clause shall be constructed in such a way as to widen, and not restrict the power of the Company.
 - (x) Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above object or any of them.
4. The liability of members is limited.
5. The share capital of the company is **Two hundred Million Tanzania Shillings (TShs. 200,000,000/=)** divided into **Twenty Thousand (20,000)** shares of **Ten thousand Tanzania Shillings (TShs. 10,000/=)** each. The said shares shall be either voting or non-voting shares, with power to increase or decrease the share capital.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed 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 AND ADDRESSES OF SUBSCRIBERS

Name and Addresses of Subscribers	Number of shares taken by Subscribers	Signatures of Subscribers
Thomas Dieter Kunkler, P.O. Box 6688, Moshi.	15,000 (fifteen thousand) (75% of shares)	
Dominic Geoffrey Shoo, P.O. Box 06, Moshi.	3,000 (three thousand) (15% of shares)	
Juergen Karl Hoening, Lindelstrasse 33, 55542 Guldentel / Germany	2,000 (two thousand) (10% of shares)	

Dated this..... day of, 2019

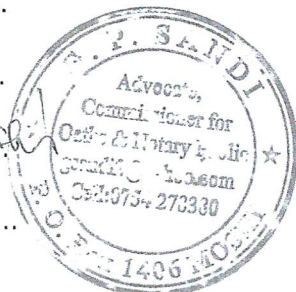
WITNESS to the above signatures:

Name: *G. K. Sandi*

Signature: 

Postal Address: *Box 1406, Moshi*

Qualification: *Advocate*



THE COMPANIES ACT, NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF
MYAFRICA PROPERTIES LIMITED

1. Preliminary

In these Regulations:

"The Act" means the Companies Act, No. 12 of 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the Company, shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include female and words importing persons shall include bodies, corporations, partnership, firms, co-operative societies, etc.

2. Regulation of Table "A" in the first Schedule to the Companies Act (hereinafter called Table "A") shall 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 provision under Table "A" the former shall prevail; and in addition to substitution shall be the regulations of the Company.
3. The Company is a private company and accordingly:

- (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
- (b) The number of shareholders of the Company (inclusive of the persons who are in the employment of the Company and of persons who, having been formerly in the Company, were while in such employment and have continued after the determination of such employment to be members of the company) is limited to 50 (fifty) PROVIDED THAT where two or more persons hold one or more shares in the company jointly they shall for the purpose of this Article be treated as a single member.
- (c) An 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 bearers.

SHARES

4. The shares of the company shall initially be under the control of the Chairman and in his absence for any reason the Vice Chairman. Upon the death or resignation of the Chairman and upon the death or resignation of the Vice Chairman, the Board of Directors shall have control of the shares of the company. *The shares shall be subject to the provisions, if any, in that behalf of the Act and the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares or class of shares, may be issued with such referred, differed or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the company is, liable to be redeemed.*
5. All future allotment shall be made pro rata on the basis of the shares taken above.

SHARE CAPITAL

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply.
7. Every person whose name is entered as a member in the register of shareholders shall, without payment, be entitled to a certificate under the seal of the company specifying the share or shares held by him or such body and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
8. The company shall be entitled to treat the person whose name appears upon the register in respect of any share or shares as the absolute owner thereof and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share or shares whether or not it shall have express or other notice thereof.

CALLS ON SHARES

11. The directors may, subject to any conditions of attachment, from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the share or by way of premium) PROVIDED THAT no call shall be payable at less than thirty days from the date appointed for the last call; and each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and

place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

12. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
13. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight per cent per annum from the day appointed for the payment thereof to the date of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.
14. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment any such which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
15. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the time of payment.
16. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him; as a payment in advance of calls which shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and upon all or any of the moneys so advanced may (until the same would, but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six per cent), as may be agreed upon between the member paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES

20. Subject to the provisions hereinafter contained shares in the company shall be transferable by written instrument similar to the common form hereunder provided signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

"I, A.B. of.....in consideration of the sum of TShs.....paid to me by C.D ofhereinafter called "the said transferee") do hereby transfer to the said transferee the share (or shares) numbered.... in the undertaking called MYAFRICA PROPERTIES LIMITED to hold unto the said transferee, subject to the several conditions on which I hold the same; and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands the.....day of.....the year

Witness to the Signatures

21. Save as is hereinafter provided, the directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the company, and may also decline to register any transfer of shares on which the company has a lien.
22. Shareholders of the company shall be given first priority to purchase any shares offered for sale by any share holder of the company.
23. The directors may also suspend the registration of transfers during the period of fourteen days immediately preceding the Annual General Meeting in each year. The directors may also decline to recognise any instruments of transfer unless:
 - (a) a fee not exceeding two million shillings is paid to the company in respect thereof; and
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.
24. If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
25. The legal personal representative of a deceased holder of a share shall be the only person recognised by the company as having any title to the share and in case of a share registered in the names of two or more holders the survivors or survivor or the legal personal representative of the survivor shall be the only person recognised by the company as having any title to the share.
26. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from time to time be properly required by the directors, have the right, either to be registered as a member in respect of the share or instead of being registered himself, to make such transfer of the shares as the deceased or bankrupt person could have made, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy. Any person so becoming entitled to a share shall be entitled to the same dividends and other advantages to which he would be entitled as if he were the registered holder of the share, except that he shall be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
27. Save as is hereinbefore provided, no shares in the company shall be transferred otherwise than to a person who is already a member of the company until the rights of pre-emption hereby conferred shall have been exhausted that is to say:
 - (a) Every member or other person referred to in Article 23 who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention to do so. Such notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the company at a price to be agreed upon by the Vendor and the Board or in default of agreement at a price which the Auditor of the company for the time being shall certify by writing under his hand to be, in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.

- (b) Upon the price being fixed as aforesaid they shall forthwith give notice to all the members of the company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number of the said shares.
- (c) At the expiration of the said thirty days the Board shall allocate the said shares to or amongst the members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro-rata according to the number of shares already held by them respectively PROVIDED THAT no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.
- (d) Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the Chairman for the time being of the directors of the company or failing him one of the directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of holder by transfer of the shares purchased by him.
- (e) In the event of the whole or any lot of shares offered through the Board as provided by this Article not being sold in the manner by that article provided, the vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the notice given by the Board to the members, transfer the shares not so sold to any person (subject to Article 20) and at any price.

FORFEITURE OF SHARES

- 28. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment as is unpaid serve a notice on him requiring payment of so much of the call or instalment is unpaid together with any interest which may have accrued.
- 29. The notice shall name a further day (not earlier than the expiration of 14 (fourteen) days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- 30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect; and such forfeiture shall extend to any share so forfeited not actually paid at the date of the said notice.

31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, the forfeiture notwithstanding, remain liable to pay to the company call moneys which, at the date of the forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.
33. A statutory declaration in writing that the declarant is a Director of the company, and that a share in the company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.
34. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the shares, or by way of premium as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

35. The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.
36. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notice from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limited to a time within which the offer if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under is Article.
37. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, and forfeiture and otherwise as the shares in the original share capital.
38. The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of Section 64(1)(d) of the Act;
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to the taken by any person.
39. The Company may, by special resolution, reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

40. A general meeting of the Company shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Directors. In default of a general meeting so held, a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
41. All general meetings other than the Annual General Meeting shall be called extraordinary general meetings.
42. The Directors may, whenever they think fit, convene extraordinary general meetings or, in default, an extraordinary general meeting may be convened as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETINGS

43. Subject to the provisions of Section 143(1) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notice from the Company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
44. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

Articles 43 to 64 of Table "A" shall apply subject to the following variations.

45. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation and the appointment and fixing of the remuneration of the Auditors.
46. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business save as herein otherwise provided two members present in person or by proxy shall be a quorum.
47. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of a member or members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting for the meeting the members present shall be a quorum.
48. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company.
49. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Directors present shall elect one of their number to be the Chairman of the meeting, or if no Director be present, or if none of the Director present is willing to act as Chairman, the members present shall choose one of their number to be Chairman of the meeting.
50. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than that business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

*The first chairman of the company shall be Thomas Dieter Kunkler.
The vice chairman shall be Dominic Geoffrey Shoo.*
51. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the show of hands) by at least one member who is present in person or by proxy entitled to vote, if such member, or members, together hold not less than fifteen per Centum (15%) of the issued shares of the Company, and unless a poll has been so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect made in the minutes shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.

52. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
53. In case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting or second vote.
54. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs.
55. An ordinary resolution of the Company determined on without any general meeting and evidence by writing under the hands of all the Directors or a sole Director and of members of the Company holding in the aggregate majority shares of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

VOTES OF MEMBERS

56. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder. On a poll votes may be given either personally or by proxy. For his duration in the Company, the Chairman shall have an overwhelming vote. For his duration in the Company, the Vice Chairman shall have an overwhelming vote subject to the Chairman's vote.
57. In the case of joint holders, the vote of the senior who tenders a votes, whether in person or by proxy, shall be accepted to the exclusion of votes of the other joint holders, and for purpose, seniority shall be determined by the order in which the names stand in the register of members.
58. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, or curator bonis, appointed by the court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.
59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
60. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
61. The instrument appointing a proxy and the power of attorney on other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company not less than seventy two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

62. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

"MYAFRICA PROPERTIES LIMITED"

I,.....being a member of MYAFRICA PROPERTIES LIMITED do hereby appoint.....of.....as my proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of the Company to be held on the.....day of....., Year..... and at any adjournment thereof.

Signed this.....day of....., 20....

(Signature of Member)

63. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to be its representative at any such meeting he represents as the Corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

64. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven. The first Directors of the Company shall be:
1. Thomas Dieter Kunkler
 2. Dominic Geoffrey Shoo
65. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.
66. In addition to their usual remuneration the Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.
67. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any regulation of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
68. The Directors may from time to time appoint one or more of their number to the office of Managing Director or may appoint any person or body corporate to manage the Company for such term and at

such remuneration as they may think fit, and they may entrust to and confer upon the said Managing Director(s) or power to make calls, forfeit shares or issue debentures. The appointment of a Managing Director shall terminate *ipso facto* if he ceased for any reason to be a Director. For their duration in the Company, the Board of Directors shall be directly answerable to the Chairman and the Vice Chairman and the decisions and resolutions of the Board of Directors shall be void and ineffective if voted against by the Chairman or, in his absence for any reason, the Vice Chairman.

69. The Board of Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors; and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept that purpose.

DISQUALIFICATION OF DIRECTORS

70. The office of Director shall be vacated if the Director:
- (a) becomes bankrupt; or
 - (b) becomes prohibited from being a Director by reason of any order made under this Act;
 - (c) is found lunatic; or
 - (d) resigns his office by notice in writing to the Company;
 - (e) With the exception of the Chairman or the Vice Chairman, the Company by a resolution unanimously arrived at determines his directorship. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior of the doing of such act written notice shall have been served upon the Directors of the Company or any entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be Director.

PROCEEDINGS OF DIRECTORS

71. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of shareholder votes, but the Chairman or in his absence for any reason the Vice Chairman shall have an overwhelming vote. In any case where the Vice Chairman votes against the Chairman, the Chairman's vote shall

- prevail. In case of equality of votes and in the absence of the Chairman and the Vice Chairman, the Chairman shall have a second vote or casting vote.
72. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and, unless so fixed, shall be two Directors present either personally or by their alternate. Until the death or retirement of the Chairman and the Vice Chairman, no quorum in any Meeting of the Board of Directors shall be present unless the Chairman or the Vice Chairman is present.
 73. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of Directors the continuing Directors/Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
 74. Upon the death or retirement of the Chairman and the Vice Chairman, the Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
 75. A resolution in writing signed by the Chairman shall be as valid and effectual as a resolution passed at a meeting of the Directors duly called and constituted. Such resolution may be contained in one document or in several documents signed by the Chairman;
 76. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
 77. A committee may elect a Chairman of their meetings, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
 78. A committee may meet and adjourn, as they think proper. Questions arising at any meeting shall be determined by a majority of shareholder votes in the Directors present, and in case of an equality of votes of the matter in question, shall be referred to the Board of Directors.
 79. All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
 80. A resolution in writing signed by all the Directors or by all the members of a Committee for the time being shall be as valid and effectual as a resolution passed at a meeting of such Committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committees concerned.

SECRETARY

81. The Company Secretary shall be appointed by the Directors.
82. No person shall be appointed or hold office as Company Secretary who is:
- (a) the sole Director of the Company; or
 - (b) a corporation sole the Director of which is the sole Director of the Company; or
 - (c) the sole Director of a corporation which is the sole Director of the Company.
83. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the 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.

ACCOUNTS

84. The Directors shall cause proper book 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 purchase of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books of accounts mean such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

85. The books of account shall be kept at the registered office of the Company or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

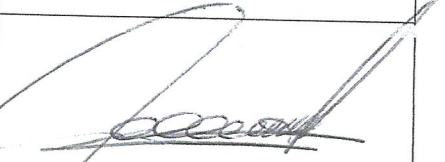

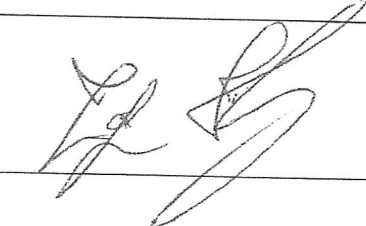
AUDIT

86. Auditors shall be appointed, and their duties regulated in accordance with Section 170 and 179 of the Act or any statutory modification thereof for the time being force.

WINDING UP

87. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the Company 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 or different classes of members. The liquidator may, with the like sanction, vest the whole or any of the contributories as the liquidator, with the like sanction think fit, but so that no member shall be compelled to accept any shares of other securities whereon there is any liability.

NAMES AND ADDRESSES OF SUBSCRIBERS

Name and Addresses of Subscribers	Number of shares taken by Subscribers	Signatures of Subscribers
Thomas Dieter Kunkler, P.O. Box 6688, Moshi.	15,000 (fifteen thousand) (75% of shares)	
Dominic Geoffrey Shoo, P.O. Box 06, Moshi.	3,000 (three thousand) (15% of shares)	
Juergen Karl Hoening, Lindelstrasse 33, 55542 Guldental / Germany	2,000 (two thousand) (10% of shares)	

Dated this..... day of, 2019

WITNESS to the above signatures:

Name: *Karl Sande*

Signature: 

Postal Address: *Box 1408 Moshi*

Qualification: *Advocate*

