

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

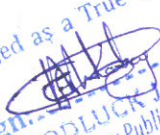
OF

EVERLASTING GENERAL TRADING LIMITED

Incorporated this day of 2020

Drawn by:

ABDISHAKUR ABDULLAHI OMAR,
(SUBSCRIBER),
30 OPOSSUM WAY, HOUNSLOW, TWU 7PA
LONDON UK.

Certified as a True Copy of the Original
Sign:  Date: 17/03/2020
GOODLUCK J. MWAKABANJE
Advocate, Notary Public & Commissioner for Oaths

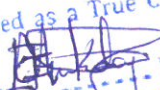
THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
EVERLASTING GENERAL TRADING LIMITED

1. The name of the company "EVERLASTING GENERAL TRADING LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -


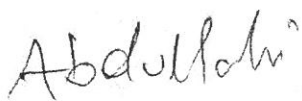
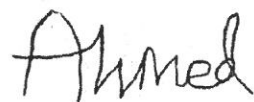
4530 - Sale of motor vehicle parts and accessories
4520 - Maintenance and repair of motor vehicles
4652 - Wholesale of electronic and telecommunications equipment and parts
4711 - Retail sale in non-specialized stores with food, beverages or tobacco predominating
4751 - Retail sale of textiles in specialized stores
4782 - Retail sale via stalls and markets of textiles, clothing and footwear
4641 - Wholesale of textiles, clothing and footwear
4771 - Retail sale of clothing, footwear and leather articles in specialized stores
4610 - Wholesale on a fee or contract basis
1071 - Manufacture of bakery products
5621 - Event catering
5629 - Other food service activities
6209 - Other information technology and computer service activities
6202 - Computer consultancy and computer facilities management activities
6311 - Data processing, hosting and related activities
4922 - Other passenger land transport
224 - Cargo handling
5229 - Other transportation support activities
4719 - Other retail sale in non-specialized stores

AND it is hereby declared that the word "Company" in this clause, except where in reference to this Company, shall deemed to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in East Africa or elsewhere. The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph of the name of the Company

4. The Liability of the members is Limited
5. The capital of the Company is Shs. 500,000,000/=divided into 10,000 shares of Shs. 50,000/= each with such rights, powers, privileged and condition respectively attached thereto as may from time to time be conferred by the regulations of the company with powers to increase and reduce the capital for the time being into several clauses and attach thereto respectively such preferential, deferred qualified or special rights privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights privileges or conditions in such manners as may be determined by or in accordance with the regulations of the company.

Certified as a True Copy of the Original
Sign:  Date: 17/03/2020
GOODLUCK J. MWAKABANJE
Advocate, Notary Public & Commissioner for Oaths

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, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
<p>ABDISHAKUR ABDULLAHI OMAR, 30 OPOSSUM WAY, HOUNSLOW, TWU 7PA LONDON UK.</p>	<p>680</p>	
<p>ABDULLAHI MOHAMED OSMAN, 23 BALADA ROAD, RED SEA AREA, BOSASO - SOMALIA</p>	<p>300</p>	
<p>AHMED MOHAMED OSMAN, HOUSE 2, BLOCK J MANDERA - KENYA</p>	<p>20</p>	

Dated at Dar es Salaam this 19th day of FEBRUARY 2020

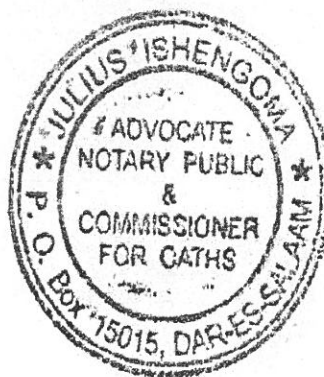
Witness to the above signatures:-

Name: **JULIUS ISHENGOMA**

Signature 

Postal address: **BOX 15015,
DAR EE SALAAM**

Qualification: **ADVOCATE**



transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. 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.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands demand:-
- (a) by the chairperson; or
 - (b) by at least (two) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or an arterially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening

the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

27. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

28. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by act resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
29. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
30. Any Director, who devotes special attention to the business of the company, which in the opinion of the Board are outside the scope of the act duties of a Director, may be paid such extra remuneration, by way of salary or otherwise, as the Board may determine, which shall be charged as part of the Company's act working expenses.
31. The following persons shall be first Directors to the Company:-
1. **ABDISHAKUR ABDULLAHI OMAR**
2. **ABDULLAHI MOHAMED OSMAN**
3. **AHMED MOHAMED OSMAN**

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by

42. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
43. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
44. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, 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.
45. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
46. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
47. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

TRANSFER OF SHARES

48. The Directors may in their discretion and without assigning any reason thereof 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.
49. 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 person 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 member 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 appointment being made 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 too single shareholder who shall have agreed to purchase the same.

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing 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.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
53. The directors shall cause proper books of account to be kept with respect to:-
 - (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) the assets and liabilities of the company.
54. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.
55. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
56. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by act resolution of the company.
57. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
58. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of

debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
60. Any notice to be given to or by any person pursuant to the articles shall be in writing and calling a meeting of directors. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NOTICES

61. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania) supplied by him to the company.
62. If a member has no registered address in Tanzania and has not supplied to the company an address within The Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displayed in the registered office of the company, shall be deemed to be dully given on the day on which it is so displayed.
63. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
64. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address.
65. Notice of any general meeting shall be given in the same manner herein before authorized to every member of the company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the Company an address within the United Republic.
66. If the company shall be wound up, the liquidator may, with the sanction of an extra act resolution of the company and any other sanction required by the companies Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and any, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The Liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

LIEN

67. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect at that share and the company's lien, if any, a on a share shall extend to all dividends payable thereon.

Names, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
ABDISHAKUR ABDULLAHI OMAR, 30 OPOSSUM WAY, HOUNSLOW, TWU 7PA LONDON UK.	680	<i>Amuel</i>
ABDULLAHI MOHAMED OSMAN, 23 BALADA ROAD, RED SEA AREA, BOSASO - SOMALIA	300	<i>Abdullahi</i>
AHMED MOHAMED OSMAN, HOUSE 2, BLOCK J MANDERA - KENYA	20	<i>Ahmed</i>

Dated at Dar es Salaam this 19th day of FEBRUARY 2020

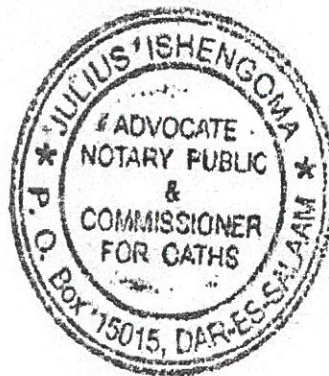
Witness to the above signatures:-

Name: JULIUS ISHENGOMA

Signature *[Handwritten Signature]*

Postal address: BOX 15015,
DAR EE SALAAM

Qualification: ADVOCATE



Certified as a True Copy of the Original
 Sign: *[Handwritten Signature]* Date: 17/03/2020
 GOODLUCK J. MWAKABANJE
 Advocate, Notary Public & Commissioner for Oaths