

**THE COMPANIES ACT NO. 12 OF 2002**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**TURKISH SHOES AND SLIPPERS COMPANY LIMITED**

Incorporated this ..... day of ....., 2020

**SUBSCRIBER**

MUHAMMED OZTURKMEN,

P.O. BOX 21930,

**DAR ES SALAAM.**

**THE COMPANIES ACT NO. 12 OF 2002**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**TURKISH SHOES AND SLIPPERS COMPANY LIMITED**

1. The name of the company is **"TURKISH SHOES AND SLIPPERS COMPANY LIMITED"**
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
  - (a) To manufacture leather shoes for men, women and children.
  - (b) To manufacture leather bags, belts and assorted leather products.
  - (c) To carry on the business of contractors, erecting houses, factories, buildings and construction of all sorts and kinds, construction of bridges, dams, water courses and water tunnels, drilling constructions of tunnel, dams, ports, quays, anchorage and docks, election of air fields and runways, leveling and preparation of areas, and generally do any business that the company's management may deem proper to do so.
  - (d) To carry on the business of construction, designers, maintain, improve, manage, work, control, and superintend any roads, ways, bridges, harbors, docks, quarries, brickworks, reservoirs, and do any other works related to civil engineering and construction, and do any other work incidental to above objects.
  - (e) To carry on the business of agency, importers and exporters of civil engineering apparatus and equipment, and deal with all types of contractors activities and promotion of construction works for the company benefits.
  - (f) To construct, erect and maintain, waterworks, dams and canaries for irrigation and all other works and installations of any description either on the property of the company or elsewhere and generally to alter and improve the property of the company.

- (g) To construct, rehabilitate, equip and furnish any property for the purpose of selling, letting it to visitors or guests whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
- (h) To carry on the business of consultancy, strategic management, and do the business of research in the field of: public and modernization, public administration and modernization, sociology, land management and survey, restructuring and re-organization, performance management system and provision of education by establishing schools, Vocational training centers and colleges.
- (i) To carry on the business of training and advisory services, environmental management, environmental conservation, desert control management, soil water management, irrigation, sustainable agro-production strategies, hotel management, office management, estates agents, property development, evaluation consultancy, commerce and industry, evaluation consultants, exploration, prospecting, boring and drilling for; mining, extracting, producing, treating, processing, manufacturing, acquiring, importing and storing piping.
- (j) To carry on the business of minerals and any products derived there from, coal, petroleum, natural gas, seismic surveyors, and do the business of agriculture, cultivation of any food crops or cash crops, and generally do any business that the company's management may deem proper to do so.
- (k) To carry on the business of transportation, distribution, marketing, buying and selling minerals and agro-forest products, metal, hydro-carbon substances or every kind, petroleum or oil, natural gas, coal, and all kinds of products and by-products derived from the foregoing or any of them.
- (l) To carry on the business of renewable energy, sustainable energy technologies, agricultural activities, consultants in the matters pertaining to agriculture, renewable energy, commodity dealer, and co-operate with any other company or organization, firm or any individual and do any other business incidental to the above objects that the company may deem fit and proper to conduct.
- (m) To carry on the business of cultivation, buying and selling agricultural crops, irrigation agriculture, agricultural crops, seeds, trees planting, gardeners, commodity supplier, animal products of all kinds wholesale and retail, timber growers and merchants, prepare for market, buyers and sellers, distributors, and do any other business that the company management may deem proper.
- (n) To carry on the dairy products business and manufacturers or merchants, also poultry and livestock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, groceries and general provision merchants and dealers.

- (o) To sell bread, import, export, prepare, deal and trade in cattle, pigs, poultry, game and live and deal stock of every description, dairy products, sausages, potted or tinned meats, table delicacies and any other commonalities and goods.
- (p) To carry on the business of cultivation of arable and fruits farmers, miners and manufacturers of cereal product and the sale of flour, fruits, and all cereal of form products.
- (q) To carry on the business of breeders of every variety of animal whether as pedigree stock or for the purpose of its sale as meat or poultry hides.
- (r) To carry on the business of poultry farmers, including the erection or purchase of broiler houses and the sale of live and dead poultry and eggs.
- (s) To carry on the business of the manufacture and sale of egg powder milk and all other products of farm produce.
- (t) To carry on the business of importers and exporters of meat and similar food stuffs whether car case meat or in tins or other containers and to sale the same in wholesale or retail in Tanzania or elsewhere, and generally to carry on the trade of processors and sellers of meat and meat products.
- (u) To contract slaughterhouses, cold storage premises warehouses, sheds and all other premises requisite for the above purposes and purchase or rent any interest in land for such purposes.
- (v) To carry on the business of agricultural implements and machinery, merchants, agricultural tools, traders, dealers and suppliers, whether wholesale or retail, of all kinds of hardware, iron monger, tools, buy, sell, repair, convert, alter, let or hire, and deal in any of the foregoing goods, commodities, plant and machinery, to carry on the business of iron founders, mechanical and electrical engineers, manufactures of agricultural implements and other machinery, tool makers, metal workers, boiler makers millwrights, machinists, smiths, woodworkers and builders, and to deal in all important materials.
- (w) To purchase, take on lease, or otherwise acquire, hold and work any lands producing cashew nuts, coconuts, mangoes, pineapples, oranges and /or any other agricultural crop suitable for the planting, cultivation and growth of cashew nut, coconuts, mangoes pineapples oranges trees or any other agricultural crop and canning or processing all such fruits and any other agricultural crop and any concessions, machinery rights, powers and privileges over any such lands and machinery which may be necessary or convenient for the Company's business.

- (x) To carry on the business as consultants and suppliers of office equipment and related products and all other matters in connection with the business of stationery industry.
- (y) To carry on those activities as agents, traders of retail and whole stores for all types of stationery, reading and writing materials, ink for printers, business machines and other consumables.
- (z) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objectives of the company or any of them and to obtain from any rights, privileges charters, contracts, licenses and concessions which the company may think fit or desirable to obtain and to carry out, exercise and comply therewith.
- (aa) To carry on the business of buying, selling, distributing and merchandising of goods for every description including but not only limited to agricultural products, sea products, manufactured goods, industrial machinery, equipment, spare parts, tools and accessories, hardware, textiles, stationery, confectionery, footwear, building materials electrical appliances and any other goods that can conveniently be traded in.
- (bb) To buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, grocers, fruit, confectionery, wine, spirits, beer and any other beverages both alcoholic and non alcoholic, tobacco supplies, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.
- (cc) To carry on the business as proprietors of restaurants, bars, hotels, conference center, motels, holiday camps, leisure centers, caravan sites, apartments, refreshment and tea rooms, wine, cafes, snack bars and coffee shops and as inn and lodging house keepers, licensed victuallers, wine, beers and spirits merchants, brewers, distillers, and importers and manufacturers of aerated mineral and artificial waters and other drinks as caterers and contractors.
- (dd) To establish and provide all kinds of facilities and amenities for customers and others and in particular club rooms, reading and writing rooms, internet cafes, business offices, games and sports accommodation changing rooms, lockers and safe deposits, telephones, stores and shops.
- (ee) To carry on the business of travel agents, tourist agents and, bureau de change, operators, bankers, banking insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea land or inland waterway carriage undertakings, road transport owners and hirers, language

- (ff) Instructors, club and society promoters and managers, newspapers and book sellers, foreign correspondents and advertising agents and generally to facilitate traveling and to provide and promote the provisions of facilities of every description for tourists and travelers. And in particular by means of booking of travel tickets and accommodation and hotel and lodging accommodation and providing guides, safe deposits, inquiry bureau and baggage transport.
- (gg) To carry on business of carriers of passengers and goods as shipping, chartering, forwarding and transport agents: as stevedores, transport contractors and gents, cargo superintendents, packers and haulers; as warehousemen and proprietors of warehouses and as coach and other vehicles proprietors and garage proprietors.
- (hh) To carry on the business of circus, concert hall, cinema, ballroom, hippodrome, night club and theatre proprietors and agents, box-office keepers, ticket agents, showmen and exhibitors songs and printers, scene, proscenium and general painters and decorators theatrical and musical agents, and caterers for public and private amusements and entertainments for every description.
- (ii) To present, produce, manage, conduct and represent at any theater or other venue or place of amusement or entertainment plays, operas, revenues promenade and other concerts musical and ether productions, ballets, exhibitions, variety, bingo, and other entertainments and to apply for all necessary licenses and similar rights.
- (jj) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other rights of or in plays, music, cinematography films, video tapes, words, operas, libretti and compositions.
- (kk) To carry on the business of importers and exporters of meat and similar food stuffs whether car case meat or in tins or other containers and to by and sale the same in wholesale or retail in Tanzania or elsewhere, and generally to carry on the trade of processors and sellers of meat and meat products.
- (ll) To contract slaughterhouses, cold storage premises warehouses, sheds and all other premises requisite for the above purposes and purchase or rent any interest in land for such purposes.
- (mm) To carry on the dairy products business and manufacturers or merchants, also poultry and livestock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, groceries and general provision merchants and dealers.

- (nn) To sell bread, import, export, prepare, deal and trade in cattle, pigs, poultry, game and live and deal stock of every description, dairy products, sausages, potted or tinned meats, table delicacies and any other commonalities and goods.
- (oo) To carry on the business of cultivation of arable and fruits farmers, miners and manufacturers of cereal product and the sale of flour, fruits, and all cereal of form products.
- (pp) To carry on the business of breeders of every variety of animal whether as pedigree stock or for the purpose of its sale as meat or poultry hides.
- (qq) To carry on the business of poultry farmers, including the erection or purchase of broiler houses and the sale of live and dead poultry and eggs.
- (rr) To carry on the business of the manufacture and sale of egg powder milk and all other products of farm produce.
- (ss) To construct, equip, maintain and work petrol stations, garages, motor vehicle assembling plants, public transport vehicles, motors coaches or other vehicles appropriate for the carriage of passenger or goods, and to carry on the business of carriers of passengers in public and private vehicles in Tanzania and the neighboring countries, and in such other place as may from time to time be thought fit.
- (tt) To carry on all or any of the business of designers, manufacturers, installers maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and in radio, television, and telecommunication requisites and supplies, telex and view data receivers and electrical and electronic apparatus, appliances, equipment and stores of all kinds.
- (uu) To carry on the business of supplying and erection of portable environmentally controlled facilities for housing offices, hospitals, schools, shops, community development centers, clinics, restaurants, hotels, bars, health centers, camping sites, mining sites, construction sites, hunting camps, community payphone units, post office units, cold-rooms, and green housing unit storage units or facilities for any other purpose connected with the work of builders and contractors.
- (vv) To carry on the business of manufacturing, marketing, assembling and distribution of all types of electronic products apparatus, electrical appliances, equipment and computers, word processors, data processors and software connected with radio and television industry and also sale and maintenance and to manufacture make design assemble, repair or maintain household electrical appliances, audio and video electronic equipment or any accessories or other machine instruments parts or devices.

- (ww) To carry on the business of investment company and to acquire shares, stock, debenture stock, bond, obligations or securities by original subscription, tender, purchase exchange or otherwise and to guarantee the subscription, thereof and to exercise / enforce all rights and powers conferred by or incidental to ownership thereof and to undertake and transact all kinds of trust and agency business and to take part in the management supervision or control of the business of any other company, association firm, person or authority and to act as the managing agents, secretaries or other office of any other company, association firm, person or authority and in connecting therewith to appoint and remunerate Directors, secretaries, Accountants and other experts.
- (xx) To amalgamate enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engage in any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (yy) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with all or any part of the property and rights or the company.
- (zz) To invest in any immovable or movable property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favor of the company.
- (aaa) To establish or acquire and carry on or otherwise become interested in any other business or undertaking whatsoever which may in the opinion of the company be advantageously or conveniently carried on by extension of or in connection with any of the businesses of the company or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets property or rights.
- (bbb) To apply for, promote and obtain an act of parliament, charter, privilege, concession, license or authorization of any government state or municipality, provisional order or license of any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for affecting an modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the company.
- (ccc) To pay out of the funds the company all expenses which the company may lawfully pay with respect to the formation and registration of the company or issue of its

capital including brokerage and commissions for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.

- (ddd) To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or other securities of the company credited as paid up in full or in part or otherwise.
- (eee) To carry on the business of proprietors, lessees, licensees and managers of theatre, fitness centers, cinemas, sports accommodation, courts and facilities, studios and other buildings and property and to let and to sub-let accommodation in them and to provide for the tenants hirers and users of them all or any of the machinery equipment, power, light, heat, gas chattels, effects, materials or desirable for those tenants, hires and users.
- (fff) To carry on the business involving the manufacture, marketing, sale, distribution, use or exploitation of every form of pictorial and sound recording and programmer recordings and apparatus for making the same and to participate in the development and use for commercial purposes for television and radio broadcasting.
- (ggg) To carry on the business of buyers, sellers, hirers, importers, exporters and dealers in radio and television receivers and machines of all kinds for the production or display of sound and visual images, electronic and electrical appliances apparatus and fittings, household and domestic appliances, labor saving contrivances and similar articles.
- (hhh) To carry on the business as programmer contractors for the purpose of broadcasting Act of 1993 or any subsequent Act amending or repealing the same and subject to this supply programs or parts of programs suitable for television and local sound broadcasting whether by the company or by any other person film, corporation or authority.
- (iii) To lend money or give credit to any person or company with or without security, to give guarantees or indemnities for the payment of money or the performance of contracts or obligations b any person or company; to secure or undertake in any way the repayment of money lent or advanced to or liabilities incurred by any person or company and otherwise to assist any person or company.
- (jjj) To receive money on deposit or loan and to borrow or raise money in such manner as the directors of the company may think fit and to secure repayment of the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into or to be incurred or interested into by the company, by the issue of debentures or debenture stock or legal or equitable

mortgage or charges over all or any of the company's property (both present and future) including its uncalled capital or in any other way and to purchase, redeem or pay off any such securities.

- (kkk) To open and operate banking accounts and to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, drafts cheques, bonds and other negotiable or transferable instruments.
- (lll) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government or authority, supreme, municipal, local or otherwise, or any corporation or public body may be empowered to issue, confer or make and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the company's assets, shares, stock, debentures or other securities to defray the necessary costs and expenses thereof.
- (mmm) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuation funds for the benefit of and to give or procure donations, gratuities, pensions, allowances, benefits, and emoluments to any persons who are, or were at any time, in the employment or services of the company or of any company which is its holding company or subsidiary or which is allied to or associated with the company or with any such holding company or subsidiary company or who are, or were at any time, directors or officers of the company or of an such company or any such other company as aforesaid is or has been at any time interested and to the wives, widows, families and dependents of any such persons; to establish and subsidize or subscribe to ay institutions, associations, clubs or funds considered by the directors of the company to be for the benefits or to advance the interests
- (nnn) To carry on the business of purchasing, take lease or exchange, hire or otherwise acquire and hold for any estate or interest in any lands, buildings, or any property of any kind necessary or convenient for the purpose of or in connection with the company's business.
- (ooo) 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.
- (ppp) To carry on the business of manufacturers, importers and exporters, forest products, composites and plastics and to buy and sell by wholesale or retails and generally to deal in all such material.

- (qqq) To carry on the business as proprietors of restaurants, bars, hotels, conference centre, motels, holiday camps, leisure centers, caravan sites, apartments, refreshment and tea rooms, wine, cafes, snack bars and coffee shops and as inn and lodging house keepers, licensed victuallers, wine, beers and spirits merchants, brewers, distillers, and importers and manufacturers of aerated mineral and artificial waters and other drinks as caterers and contractors.
- (rrr) To carry on the business of travel agents, tourist agents and, bureau de change, operators, bankers, banking insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea land or inland waterway carriage undertakings, road transport owners and hirers, language instructors, club and society promoters and managers, newspapers and book sellers, foreign correspondents and advertising agents and generally to facilitate traveling and to facilitate travelling, and to provide and promote the provisions of facilities of every description for tourists and travelers. And in particular by means of booking of travel tickets and accommodation and hotel and lodging accommodation and providing guides, safe deposits, inquiry bureau and baggage transport.
- (sss) To carry on business of carriers of passengers and goods as shipping, chartering, forwarding and transport agents: as stevedores, transport contractors and agents, cargo superintendents, packers and haulers; as warehousemen and proprietors of warehouses and as coach and other vehicles proprietors and garage proprietors.
- (ttt) To carry on the business of circus, concert hall, cinema, ballroom, hippodrome, night club and theatre proprietors and agents, box-office keepers, ticket agents, showmen and exhibitors songs and printers, scene, proscenium and general painters and decorators theatrical and musical agents, and caterers for public and private amusements and entertainments for every description.
- (uuu) To present, produce, manage, conduct and represent at any theater or other venue or place of amusement or entertainment plays, operas, revenues promenade and other concerts musical and other productions, ballets, exhibitions, variety, bingo, and other entertainments and to apply for all necessary licenses and similar rights.
- (vvv) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other rights of or in plays, music, cinematograph films, video tapes, words, operas, libretti and compositions.
- (www) To construct, equip, maintain and work petrol stations, garages, motor vehicle assembling plants, public transport vehicles, motor coaches or other vehicles appropriate for the carriage of passenger or goods, and to carry on the business of carriers of passengers in public and private vehicles in Tanzania and the

neighboring countries, and in such other place as may from time to time be thought fit.

- (xxx) To carry on all or any of the business of designers, manufacturers, installers maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and in radio, television, and telecommunication requisites and supplies, telex and view data receivers and electrical and electronic apparatus, appliances, equipment and stores of all kinds.
- (yyy) To carry on the business of supplying and erection of portable environmentally controlled facilities for housing offices, hospitals, schools, shops, community development centers, clinics, restaurants, hotels, bars, health centers, camping sites, mining sites, construction sites, hunting camps, community payphone units, post office units, cold-rooms, and green housing unit storage units or facilities for any other purpose connected with the work of builders and contractors.
- (zzz) To carry on the business of manufacturing, marketing, assembling and distribution of all types of electronic products apparatus, electrical appliances, equipment and computers, word processors, data processors and software connected with radio and television industry and also sale and maintenance and to manufacture make design assemble, repair or maintain household electrical appliances, audio and video electronic equipment or any accessories or other machine instruments parts or devices.
- (aaaa) To establish Television stations, Radio stations, Newspapers, journals magazines or facilities for any other purpose connected with the work of broadcasting and journalism.
- (bbbb) To procure the company to be registered or recognized in any place outside Tanzania.
- (cccc) To do all other things as may be deemed incidental or conducive to the attainment of the objects and in exercise of any of the powers of the company. And it is hereby declared that:-

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania 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 (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company

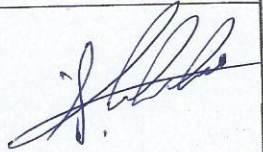
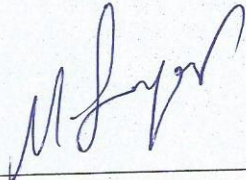

but may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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 authorised share capital of the Company is Shillings 1,200, 000,000/= divided into 1,000 shares of Shillings 1,200,000/= 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.

<b>Names, Addresses, and Description of Subscribers.</b>	<b>Number of shares taken by each Subscriber</b>	<b>Signature</b>
Muhammed Ozturkmen Konak Mah. 79012 Noul Sok. No.28 Sahin Bey, Gaziantep Turkey	450	
Mehmet Sayar Ibrahimli Mahallesi 35082 Nolu Cad Ninvara City, C Block, No.6, Kat: 8/16 Sehithamil, Gaziantep Turkey	450	
Sadek Alsuliman Belkis Mahallesi 026 Nolu Caddle Epingin Apartment Kat/6/No:23 Sehithamil, Gaziantep Turkey	100	

Dated at DAR ES SALAAM this 09 day of OCTOBER 2020

**Witness** to the above signatures:

Name ANDY CONS MATATA

Signature 

Postal Address P.O. BOX 3152 DAR ES SALAAM

Qualification ADVOCATE



**THE COMPANIES ACT NO. 12 OF 2002**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TURKISH SHOES AND SLIPPERS COMPANY LIMITED**  
**INTERPRETATION**

1. In these articles:-

"the Act" means the Companies Act No. 12 of 2002;

"the articles" means the articles of the Company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"The seal" means the common seal of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

The Regulations contained in Table "A" in the Schedule to the Companies Act shall apply to the Company. But, in case of any conflict between the provisions herein and the provisions under Table "A", the provisions of Table "A" shall prevail.

**PRIVATE COMPANY**

2. The Company is PRIVATE COMPANY and accordingly restricts the right to transfer shares, and limits its members to fifty excluding its employees and; prohibits any invitation to the public to subscribe for any shares or debentures of the company.

## **MEMBERS**

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

## **GENERAL MEETINGS**

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## **NOTICE OF GENERAL MEETINGS**

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting,

the members present shall choose one of their numbers to be a chairman of the meeting.

14. 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 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) demanded:-
  - (a) by the chairman; or
  - (b) by 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 chairman 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 favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn

16. Except as provided in article 18, if a poll is duly demand 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 demand.
17. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, 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 preceded 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 R.E 2002, 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 sea) 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 a materially 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly 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**

28. 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**

29. The number of the directors and the names of the first directors shall be determined in writing by the subscribers to the memorandum of association. The number of directors shall not be more than seven. The first directors of the Company shall be:

- (i) Muhammed Ozturkmen
- (ii) Mehmet Sayar
- (iii) Sadek Alsuliman

30. 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.

### **BORROWING POWERS**

31. The board of directors 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

32. Subject to the provisions of the Act, the memorandum and the articles and to any directors 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 any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
33. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
35. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
36. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
37. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
38. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

39. 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.
40. 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.
41. 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.
42. 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.
43. 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.
44. 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.
45. 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.

## **MINUTES**

46. The 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 committees of the directors;
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

## **DISQUALIFICATION OF DIRECTORS**

47. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

## **SECRETARY**

48. 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.
49. 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

50. 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.

## ACCOUNTS

51. 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.

Proper 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.

52. 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.
53. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
54. 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.
55. 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**

56. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

## **NOTICES**

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. 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.

## **WINDING UP**

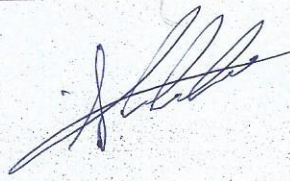
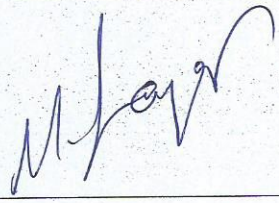

58. The company may be wound up voluntarily by a two thirds majority vote at a general meeting by passing a resolution of intention to voluntarily wind up in compliance with the Companies Act 2002.

## **INDEMNITY**

59. Every director, managing director, agent, auditor, company secretary and any other officer of the company for the time being, shall be indemnified out of the assets of the Company against any losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal relating to anything he or she is acquired or in connection of any application under the Act in which relief is granted to him by the Court and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto.

## SHARES

60. Every director, managing director, agent, auditor, company secretary and any other officer of the company is allowed to sell his/her shares in accordance with Act.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MUhammed Ozturkmen Konak Mah. 79012 Noul Sok. No.28 Sahin Bey, Gaziantep Turkey	450	
Mehmet Sayar Ibrahimli Mahallesi 35082 Nolu Cad Ninvara City, C Block, No.6, Kat: 8/16 Sehithamil, Gaziantep Turkey	450	
Sadek Alsuliman Belkis Mahallesi 026 Nolu Caddle Epengin Apartment Kat/6/No:23 Sehithkamil, Gaziantep Turkey	100	

Dated at DAR ES SALAAM this 09 day of OCTOBER 2016

**Witness** to the above signatures:

Name ANDY CONS MATATA

Signature 

Postal Address P.O. BOX 3152 DAR ES SALAAM

Qualification ADVOCATE

