

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FUTUREPLAST (T) LIMITED

1. The name of the company is **“FUTUREPLAST (T) 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 establish and carry out the business of manufacturing, marketing and sales of plastic materials and products, including mannequins of all forms, style, build and size; retail display materials of all plastic kinds such as hangers, racks, other fixtures and fittings; in local and international markets.
 - (b) To establish and carry out design, processing and manufacturing of plastic products (of either thermoplastic or thermoset type) to produce plastic retail display products including among others: mannequins, hangers, by using any technology such as polymer casting, vacuum forming, blow moulding, rotational moulding, 3D printing, extrusion, injection moulding and etc.
 - (c) To establish and carry out the business of importing input and other materials such plastic as pellets or sheets, metal materials and others, for the sole purpose of processing and manufacturing plastic and plastic products in consumer goods industry and other industries
 - (d) To establish and carry out the business of packing and distributing plastic and plastic products of all types, forms and kinds, in local and international markets
 - (e) To establish and carry out the business of clearing and forwarding, transporters, freighters, haulers, customs bonded warehouse and cargo warehousing services set up and organized to ship and transport input plastic materials and parts, other raw materials for the sole purpose of processing and manufacturing finished plastic products

- (f) To acquire and take over assets and liabilities of target businesses and operate them either under their established brand name and style or that of **FUTUREPLAST (T) LIMITED**.
- (g) To establish and carry out the business of marketing, selling or hiring of new and used motor vehicles (trucks, lorries, tractors), earth moving equipment and machinery (excavators, backhoe loader, bulldozer, grader, loader, trencher, wheel tractor-scraper, paver, compactor, tele-handler, dump truck and etc.), materials handling equipment (hand trucks, trolleys, pallet jacks, walkie stackers, platform trucks, fork lifts, side loaders, AGV robots, conveyor belts, motorized stackers, reclaimers, bucket elevators, hoppers, silos and etc.), motor cycles and bicycles, their parts and spares, fuels, tires, batteries, lubricants, accessories and other solutions; set up and organized as manufacturer, principals, agents and service provider (lessor, garage, shop).
- (h) To establish and carry on the business of marketing, selling or hiring of information technology and telecommunication network products, services and accessories, including among others: computers (desktops, lap tops, iPads and etc.), modems, phones, Internet and radio calls, and allied equipment and facilities; as sole distributors, retailers, agents or joint partner, by installation, repair, maintenance, and building of infrastructure.
- (i) To establish and carry on the business of general cleaning set up and organized to clean cars, offices, factories, homes and streets as well as environmental management including environmental analysis, impact assessment, design of environmental management facilities; through consulting and other service performance, manufacturing, product selling or hiring of equipment, materials, chemicals, facilities and accessories.
- (j) To carry on the business of clearing and forwarding, commission agents, transporters, freighters, haulers, customs bonded warehouse and cargo warehousing services set up and organized as transport, travel agents and freight forwarders specialized in conveyance of people and goods; through motor cars, cabs, omnibus, lorries, oil tank, coaches, trucks, trains, sea going vessels, airlines and cargo planes.
- (k) To carry on the business of manufacturing, import and export, of ceramic items, ceramic designing, ceramics decorations, paintings, decorative lamps, flowers and flower vases, enamel wares, sanitary wares, aluminum designing and decorations, hardware, building materials, bricks, blocks, roof and wall tiles, glass wares, household, domestic appliance, electronics, electrical materials, electrical systems installations and fittings.

- (l) To carry on the business as general traders of agricultural products and produce (fresh or processed and or packaged) such as coffee, tea, cashew-nuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame and to operate in local and export markets, as general traders, processors and manufacturers of products and produce here above.
- (m) To acquire, take over or establish and carry on the business of all kinds of textiles including clothes, wool, silk, rayon, nylon, fibron, synthetic fibres or otherwise any other process (knitting, weaving, spinning, dyeing, bleaching, printing), threads, cottons, buttons and fasteners of all kinds, house furnisners, upholsterers, curtains and other home furnishing and household requisites of all kinds and goods of any other description; set up and organized as manufacturers, distributors, representatives, agents and or dealers.
- (n) To carry on the business and act as real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any other property type acting whether as investment company, its subsidiaries, associates or trade investment.
- (o) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties and effects supposed to contain minerals, diamonds, or other precious stones and metals, and any interest therein, and to explore, mine, work, excise, develop and turn to account mines and mining rights and any undertaking connected therewith.
- (p) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (q) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build,

contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (r) To engage in and carry out the business of proprietors and managers of hotels, bars, apartment housekeepers, restaurants, cafes, road houses, motels, night club, safari and holiday camps, caravan sites, guest houses, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (s) To carry on the business of establishing and running bars, supermarkets, department stores, shopping malls, convenience stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (t) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, bikes, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (u) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (v) To carry on the business of importers, exporters, manufacturers, wholesalers, retailers, general traders, suppliers, merchants, stockists and dealers in all types of boutique, shoes, belt, handbags, bags, wrap imitation, clothes, leather products, suit cases, textile materials, tie and dye, flowers, selling second hand clothing, dresses of types and description whatsoever.
- (w) To carry on the business of manufacturing, distributing, packing, importing, exporting, selling of curtains, bed sheets, mattresses, mattress covers, seat covers and any other businesses related to these.
- (x) To carry on the business of importers, exports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers

of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, hardware, piece wood, paints, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.

- (y) To carry on business of Sports management and entertainment, Music concert, festival, advertising media, music solution, music production, music promotion, printing, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, music solution, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, corporate sponsorship, printing of marketing material, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (z) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron mongery, all kinds of ready-made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods
- (aa) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a importer, exporter, dealer, wholesaler, retailer, distributor and after sales service and repairing.
- (bb) To carry on business of manufacturers, importers, exporters and suppliers of house, office, kitchen, garden furniture, and all other equipment for office, house, kitchen and garden use such as ceramic designing ceramic items, ceramics decorations, paintings decorative lamps, flowers and flower verses, enamel wares, sanitary wares, aluminum designing and decorators, hardware, building materials, roof and wall tiles, glass wares, household, domestic appliances and all types of electronics, electrical materials, electrical fittings.

- (cc) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (dd) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (ee) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (ff) To carry on the business of manufacturing, import and export, of Ceramic items, Ceramic designing, Ceramics decorations, Paintings, decorative lamps, flowers and flower verses, Enamel wares, Sanitary wares, Aluminum designing and decorators, Hardware, Building Materials, Roof and Wall Tiles, Glass Wares, Household, Domestic Appliance, Electronics, Electrical Materials, Electrical Fittings.
- (gg) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (hh) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise all kinds of leather products, leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.

- (ii) To acquire, take over, promote, establish and carry on the business of manufacturers, distributors, representatives and agents of cloth of all descriptions including all processing, knitting, weaving, spinning, dyeing, bleaching, printing of all kinds of textiles, including all kinds of clothes, wools, silks, rayons, nylons, fibron, synthetic fibres or otherwise and any other process, threads, cottons, buttons and fasteners of all kinds, house furnishers, upholsterers and dealers, curtains and other home furnishing and household requisites of all kinds and goods of any other description.
- (jj) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (kk) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (ll) To carry on the business of agents, consultants or representatives of foreign or local manufacturers, industries or other like organizations in any type of goods, products, commodities and services.
- (mm) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (nn) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.

- (oo) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (pp) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (qq) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (rr) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ss) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (tt) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (uu) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (vv) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ww) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (xx) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (yy) To obtain any provisional order, or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which

may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

- (zz) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (aaa) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

- (bbb) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (ccc) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (ddd) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.

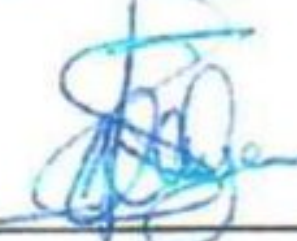
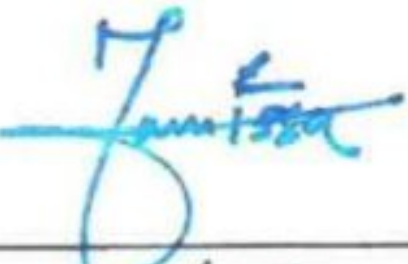


4. The Liability of the Members is Limited.

5. The capital of the Company is Shillings 1,000,000,000/= divided into 20,000 shares of Shillings 50,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the

number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SHUKURUNI LUKUMBUHO MKONDYA P.O.BOX 13932 DAR ES SALAAM	5,000,000	
ISSA MUHIYADIN HUSSEIN P.O.BOX 13932 DAR ES SALAAM	45,000,000	
ABDULLAHI ABDIRIZAK AHMED P.O.BOX 13932 DAR ES SALAAM	45,000,000	
JOSEPH NYAMA NGASA P.O.BOX 13932 DAR ES SALAAM	5,000,000	

Dated at DAR ESSALAAM this 30th day of JANUARY, 2023

Witness to the above signatures:

Name : BRUCE ARONIA
 Signature : 
 Postal Address : 16424 ADA
 Qualification : ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FUTUREPLAST (T) LIMITED
PRELIMINARY

1. In these regulations:-

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and everyone who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party

desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. SHUKURUNI LUKUMBUHO MKONDYA
 - 2. ISSA MUHIYADIN HUSSEIN
 - 3. ABDULLAHI ABDIRIZAK AHMED
 - 4. JOSEPH NYAMA NGASA
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION





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

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.


ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SHUKURUNI LUKUMBUHO MKONDYA P.O.BOX 13932 DAR ES SALAAM	5,000,000	
ISSA MUHIYADIN HUSSEIN P.O.BOX 13932 DAR ES SALAAM	45,000,000	
ABDULLAHI ABDIRIZAK AHMED P.O.BOX 13932 DAR ES SALAAM	45,000,000	
JOSEPH NYAMA NGASA P.O.BOX 13932 DAR ES SALAAM	5,000,000	

Dated at DAR ESSALAAM this 30th day of JANUARY, 2023

Witness to the above signatures:

Name : BRUCE ARONIA
 Signature : 
 Postal Address : 16424 DSM
 Qualification : ADVOCATE

