

THE COMPANIES ACT (ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

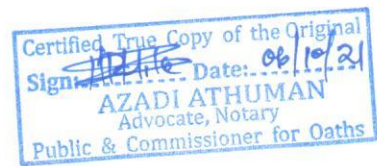
AND

ARTICLES OF ASSOCIATION

OF

VIRTUSYNC LIMITED

INCORPORATED THIS <sup>19<sup>th</sup></sup> DAY OF <sup>March</sup> ..... 2020



**PREPARED BY:**

Arnold Mutegeki Ruchaki (PROMOTER)

P. o. box 32776,

Dar es salaam,

Tanzania

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

1. The name of the Company is **"VIRTUSYNC LIMITED"**.
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are:-
  - a) 6202- Computer consultancy and computer facilities management activities, Main Activity
  - b) 6209- Other information technology and computer service activities, Main activity
  - c) 6311- Data processing, hosting and related activities, Main Activity
  - d) 7911- Travel agency activities
  - e) 7912- Tour operator activities
  - f) 8211- Combined office administrative service activities
  - g) 8299- Other business support service activities n.e.c.
  - h) 0161- Support activities for crop production
  - i) 0162- Support activities for animal production
  - j) To enter with any government or authority, supreme, municipal, local or otherwise, or any person or company, into any arrangement that may seem to the Directors of the Company to be conducive to the attainment of the objects of the Company or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, contract, licenses or concession which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

- k) To apply for, promote and obtain any statute, decree, order of court, regulation or other enactment or authorization which may, to the Directors of the Company, seem likely to benefit the Company, seem likely to benefit to Company, directly or indirectly and to oppose any bills, proceeding or applications which may in the opinion of the Directors of the Company, be likely, directly, or indirectly to prejudice the interest of the Company.
- l) To pay out of the funds of the company all expenses which the Company may lawfully pay for or in connection with the formation and registration of the Company of the issue of its capacity.
- m) To pay for any rights or property acquired by the Company and remunerate any person or company by a cash payment or by the allotment of shares in the capital of the Company , credited as paid up in full or in part, by the issue of debenture or other securities of the Company or in any other lawful manner.
- n) To adopt such means of making known the business, activities, products, goods and service of and articles dealt in and sold by the Company as, in the opinion of the Directors of the Company, seem expedient.
- o) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession limiting competition or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company authorized to carry on or engage in or which can be carried in conjunction with any business of the Company or which is capable of being conducted so as to benefit the Company, directly or indirectly.
- p) To sell, exchange, lease, mortgage, charge or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Directors of the Company may think fit and, in particular, for shares, stock, debentures or other securities of any other company, whether or not having objects altogether of in part similar to those of the Company.

- q) To undertake and execute any trust which may, in the opinion of the Directors of the Company, be conducive to any of the objects of the Company.
- r) To carry all the powers of the Company to guarantee and become surety for the liabilities, the performance of contracts and the repayment of monies by any person, firm or company and to issue charges, mortgages, debentures or lien to secure performance by the Company of any such guarantee or surety.

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 incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The authorized capital of the Company is **Tanzanian Shillings Ten Million** only (Tshs.10,000,000/=) divided into **One thousand shares(1000)** of **Tanzanian shillings Ten Thousand only(tshs. 10,000)** each.

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

	Name and address of the subscriber	Number of shares taken	Signature
1	NAJEEEMDEEN ADEGBENRO ALAO Plot 7, Aminu Kano Crescent, Wuse II, Abuja	700	<i>A. Adegbenro</i>
2	ARNOLD MUTEGEKI RUCHAKI P.O.BOX 32776, DAR ES SALAAM	10	<i>R. Mutegeki</i>

Dated at Dar es Salaam this 18TH day of MARCH 2020.

Witness to the above signatories..

Name: IRENE KOKWENDA RUCHAKI

Signature: *Irene Kokwenda Ruchaki*

Postal Address: 32776, DAR ES SALAAM

Qualification: ADVOCATE

