

**THE COMPANIES ACT (CAP. 212)**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND ARTICLE OF ASSOCIATION**

**OF**

**UNITED ENERGY LIMITED.**

**DRAWN BY:**

**MOHAMED SAID ISMAIL MOHAMED (DIRECTOR)**

**P. O. BOX 78717-00507**

**FALCON ROAD,**

**INDUSTRIAL AREA**

**NAIROBI - KENYA**

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**THE COMPANIES ACT (CAP. 212)**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNITED ENERGY LIMITED.**

1. The name of the Company is **UNITED ENERGY LIMITED.**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
  - (a) To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers, exporters, traders, agents, stockiest and to market and supply all types of crude oils, petroleum and petroleum products including crude oil, oil, lubricating oils, lubes, base oil stocks, additives, gas and other volatile substances, aromatics, asphalt, bitumen, bituminous substances, carbon, carbon black, petroleum coke, hydrocarbon and mineral substances and the products or the by-products feed stocks for petrochemicals which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of petrochemical products in all its branches including Ethylene, Propylene, Butadiene and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining,

processing, storage, supply, transportation and distribution of all types of crude oils, petroleum and petroleum products including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid

- (b) To act as agents, dealers, transporters, carriers, distributors, representatives of any company, government or statutory body or autonomous body manufacturing petroleum products of any nature whatsoever.
- (c) To carry on business in the oil and gas sector, petroleum products including but not limited to the buying, selling, importation, exportation and supplies of all products in that sector
- (d) To carry on the business of exploration and exploitation and to develop and optimize production of hydrocarbons. To carry out geological, geophysical or any other kind of surveys for exploration of petroleum resources; to carry out drillings and other prospecting operations; to probe and estimate the reserve of hydrocarbon resources; to undertake, encourage and promote such other activities as may lead to the establishment of such reserves including geological, chemical, scientific and other investigations.
- (e) To plan, promote, organize, exploit and implement programs for the efficient development of Bio energy petroleum and petroleum products and develop/ generate/ manufacture alternate sources of Energy, including fuel based, wind based, solar based sources of energies and their production, distribution, conservation and sale of Petroleum and other products / services produced by it and for all the matters connected therewith. To deal into earnings from carbon credit and to trade the carbon credits
- (f) To purchase, take on lease or on option or otherwise acquire any lands, mines, mining rights, oil rights, water rights, timber rights, rights of any kind in over or under any lands and any licenses, concessions, monopolies, exclusive rights, easements, rights or privileges therein and

any real estate, hereditaments and personal property of any kind in any part of the world and to develop open work explore exercise, maintain and turn the same to account.

- (g) To carry on the business of processing of seismic data for exploration of oil and water, to carry on the prospecting exploring, drilling, development and producing liquid and gaseous hydrocarbon deposits, as well as prospecting exploiting processing and refining of mineral substances in general including but not limited to radioactive substances and coal the carrying out of research and development also in the field of other sources of energy
- (h) To undertake and carry on any business transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and miners, and to carry on any other business which may seem to the company capable of conveniently being carried on in connection with any of the company for which may be thought of, calculated directly or indirectly to enhance the value and render profitable any of the company's properties or rights.
- (i) To carry on any business relating to the finding and working of minerals, the production and working of metals and the preparation of any other materials which may be useful or conveniently combined with the engineering or manufacturing business of the company and either for the purpose only of such contractors or as an independent business.
- (j) To carry on the trade or business of warehousemen, removers, stores, packers carriers of personal property of every description, waste disposal, refuse collection, drainage, waste recycling, sewage drainage, cleaning, fumigation and other related activities.
- (k) To undertake and carry out the business of training and developing a Health, Safety, Security and Quality Management curriculum strategy by identifying competency gaps and deliver training solutions that directly impact the Private Sector, Government Sector, Enterprise, Hotels, Schools, Construction Industry, Mines and other Businesses, and to carry on any other related business which may seem to the company

capable of conveniently being carried on in connection with any of the company for which may be thought of, calculated directly or indirectly to enhance the value and render profitable any of the company's properties or rights. To sell or subject to any rights, concession or license obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures, or securities of another Company, or partly in cash or partly in such shares, debentures, or securities as are distributed in specie amongst the members or otherwise.

- (l) To carry on the business of hotels operators and managers, apartments, inns, motels, auto-courts, lodging, house keepers and caterers and conference management and, travel agents, tourist agents and contractors; and generally to facilitate traveling and to provide for tourists provisions of accommodation, communication facilities, entertainment facilities, provision of guides, safe deposits, inquiry bureaux, language aids, baggage transport and arranging package tours.
- (m) To manage lands, buildings, houses and any other property belonging to the company and its clients, and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.
- (n) To acquire, build, make, construct, equip, maintain, improve, alter and work factories, buildings, roads, water course and other works and conveniences which may be necessary or convenient for the purpose of the company and to contribute, to subsidize or otherwise assist to take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (o) To pay for any property, rights or privileges, acquired by the company or for the services rendered or to be rendered in connection with the promotion of the business of the Company or for acquisition of any property for the company or otherwise either wholly or partially in cash

or in shares, bonds, debentures or other securities of the company and to issue any share either as fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company. While so doing the company shall comply with all requirements of law for the time being in force.



- (p) To let or lease any such premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential flats, business offices or hotels.
- (q) To carry on business of Health, Safety, Security and Quality Management Consultancy but not limited to the Private Sector, Government Sector, Enterprise, Hotels, Schools, Construction Industry, Mines and any other business to enhance a safer working environment.
- (r) To purchase, sell, import, export, produce or otherwise deal in all types of food products, food grains, prepare and market agricultural products of all kinds whatsoever and acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company.
- (s) To sell, exchange, mortgage, let or lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole of any part of the undertaking, property, assets, rights and effects of the company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company.
- (t) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell,

let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estates

- (u) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
- (v) To receive moneys, securities or valuable on deposit at interest or otherwise from persons having dealings with the Company or for custody on any terms whatsoever, provided the Company shall not carry on the business of banking, as defined under the Banking (Regulations) act, 1949. Nor shall such transactions tantamount to carry on banking business.
- (w) To lend and advance money, either with or without security and give credit to such persons, firms, or body corporate (including government) and upon such terms and conditions as the Company may think fit provided that the company shall not do any banking business.
- (x) To invest money of the Company in such investments (other than shares or stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
- (y) To carry on the business of manufacturing, buying, selling, dealing and trading in any and every kind of building materials, sanitary ware and accessories, to carry on the business of travel agents, tourist agents and contractors; hotels, apartments, inns, motels, auto-courts, lodging, housekeepers and caterers; and generally to facilitate travelling and to provide for tourists provisions of accommodation, communication facilities, entertainment facilities, provisions of guides, safe deposits, inquiry bureau, language aids, baggage transport and arranging and operating packages tours.

4. The liability of the members is limited.
5. The Share Capital of the Company is Shillings Two Billion Only (Shs. 2,000,000,000/=), divided into Four Thousands (4,000) Ordinary Shares of Shillings Five Hundred Thousands Only (Shs. 500,000/=) each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

WE, the several persons, whose names, address and descriptions 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, and Post Addresses of Subscribers	Number of Shares taken by each Subscriber	Signatures of Subscriber
SAID ISMAIL MOHAMED P.O.BOX 78717-00507 FALCON ROAD, INDUSTRIAL AREA NAIROBI	2000	
MOHAMED SAID ISMAIL MOHAMED P.O.BOX 78717-00507 FALCON ROAD, INDUSTRIAL AREA NAIROBI	2000	

Dated at DAR ES SALAAM this ..th.. day of. **NOVEMBER 2019**

**Witness** to the above Signatures:

Name: **MR HAIDER TWAHIR MWINYIMVUA**

Signature: 

Postal Address: **P.O. Box 106228, D.S.M**

Qualifications: **ADVOCATE**



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UNITED ENERGY 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 to or

- more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated 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 thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 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 whom it is desirable in the interest of the Company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative 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.

**DIRECTORS**

- (d) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
  - (e) The following persons shall be the first Directors of the company:-
    - 1. SAID ISMAIL MOHAMED
    - 2. MOHAMED SAID ISMAIL MOHAMED
6. 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.
7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be three.

8. 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.
9. 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**

10. 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.

### **SEAL**

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.

### **ALTERNATION 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
SAID ISMAIL MOHAMED P. O. BOX 78717-00507 FALCON ROAD, INDUSTRIAL AREA NAIROBI	2000	
MOHAMED SAID ISMAIL MOHAMED P. O. BOX 78717-00507 FALCON ROAD, INDUSTRIAL AREA NAIROBI	2000	

Dated at DAR ES SALAAM this 7<sup>th</sup> day of **NOVEMBER 2019**

**Witness** to the above signatures:

Name : MR HAIDER TWAHIR MWINYIMVUA  
Signature :   
Postal Address : P.O. Box 106222, PSN  
Qualification : ADVOCATE

