

THE COMPANIES ACT 2002

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

DAR URBAN DEVELOPMENT LIMITED

A PRIVATE COMPANY LIMITED BY SHARES

**DRAWN BY:
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DAR ES SALAAM.**

THE COMPANIES ACT 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DAR URBAN DEVELOPMENT LIMITED

1. The name of the Company is "**Dar Urban Development Limited**".
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The object for which the company is established are:
 - I. To carry on the business of development, construction and management of real estate properties including but not limited to Hotel, Resort, School, Commercial centres, Retail Centers, satellite towns, urban communities, Condominiums and the like.
 - II. To carry on the business of real property development, investor, consultant, general contractor, trader and generally to do all acts and things which in the opinion of the company or the directors may conveniently, profitably or usefully be acquired dealt with, carried on or done by the company in connection with the business aforesaid.
 - III. To sell, lease, mortgage or otherwise dispose of the lands, houses, buildings and other property of the company.
 - IV. To alter, improve, enlarge, manage, maintain and work on any buildings, warehouses, stores, offices, laboratories, saw-mills, shops, factories, works, plant or machinery for the benefit of the company.
 - V. To undertake or direct the management of the property, buildings, lands and estates (of any tenure and of any kind) of any persons, whether members of the company or not, in the capacity of agent or receivers or otherwise.

- VI. To act as agents and general commission agents in respect of all or any of the above trades or businesses.
- VII. To buy, sell or otherwise dispose of and deal in any real or personal property and any stocks, funds, shares and securities of every description on commission or otherwise, or to act as agent for any of the above or the like purposes.
- VIII. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, warrants and other negotiable or transferable instruments.
- IX. To purchase or otherwise acquire the undertaking and/or any of the goodwill, business, property, and liabilities of any other company or of any partnership of person carrying on any business which the company is authorized to carry on or which may seem to the board of directors of the company to be calculated directly and indirectly to benefit the company and pay the same in cash or by bills or shares in the company or otherwise.
- X. To alter, improve, enlarge, manage, maintain and work on any building, stores, offices, laboratories, shops, factories, plants or machinery for the benefit of the company.
- XI. To borrow or raise money or secure the payment of money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the company or by mortgage or charge of all or any part of the property of the rights of the company, including its uncalled capital or by sub -mortgage of or sub-charge upon any stocks, securities or property mortgage to or charged in favour of the company. Any such mortgage or charge may be in favour of such person or persons as trustee or trustees or otherwise and with such powers as the company shall think fit.
- XII. To grant bonuses, allowances and gratuities to officers ex-officers employees or ex-employees of the company or the dependents of such persons to establish and maintain or concur in establishing and maintaining trust, funds or schemes (whether contributory or non-contributory) with a view to providing pensions of other benefits for any such persons as aforesaid and their dependents and to institute and maintain any club or other establishment for the benefit of the company's employees.
- XIII. To enter into partnership or into any arrangement for sharing profits, union of interest or co-operation with any person, partnership or company carrying

on or about to carry on any business which this company is authorized to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the company and to take otherwise acquire and hold stock or shares in such a company.

- XIV. To subscribe to or otherwise aid benevolent charitable national or other institutions or objects of a public character.
- XV. To purchase take on lease or otherwise acquire for the purposes of the company any estates lands buildings easement or other interest in real estate and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the company.
- XVI. To sell, improve, manage develop, turn to account, exchange, let on rent, share of profits or otherwise grant licenses, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the company or any part thereof, or all or any of the property for the time being of the company and for any consideration whether in cash or shares fully or partly paid debentures, debenture stock or other interest in or securities of any company or otherwise.
- XVII. To purchase or otherwise acquire erect maintain reconstruct and adapt any buildings works plants and machinery and other things found to be necessary or convenient for the purposes of the company.
- XVIII. To amalgamate with any other company whose objects are or include object similar to those of the company.
- XIX. To register the company, if the Directors should so think fit in any other country in Africa or elsewhere and to take such other steps as may be necessary to give the company so far as may be the same rights and privileges abroad as are possessed by local companies or partnership of a like character and to promote and obtain any Act of Parliament or similar authority of any foreign Government for the purposes of the company's objects.
- XX. To invest the money of the Company in any manner that the Company may think fit.
- XXI. To do all such other as may be deemed incidental or conducive to the attainment of the above objects or do any other things that the directors may deem necessary and beneficial to the Company.




And it is hereby declared that the word "Company" in this clause, except where used in reference to the company, shall be deemed to include any partnership or

other body of persons, whether corporate or unincorporated, and whether domiciled in the United Republic of Tanzania or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the Members is limited.

5. The share capital of the company is **Tanzania Shillings (10,000,000) divided into One Hundred (100) Shares of Tshs One Hundred Thousand (TShs 100,000/-) each**. The company shall have power to divide the original or any increased capital into several and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions. The Company shall by a resolution of members or by a resolution of Directors have the power to amend or modify any of the conditions contained in this Memorandum of Association.

We, the several persons whose names and addresses are subscribed hereunder, 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 Descriptions of Subscribers	No. of Shares Taken	Signature of Subscribers
SEBASTIAN DIETZOLD PLOT NO. 12 KAUNDA DRIVE, P.O.BOX 38566 DAR ES SALAAM.	34	
KATRIN DIETZOLD PLOT NO. 12 KAUNDA DRIVE P.O.BOX 38566 DAR ES SALAAM.	33	
TOBIAS DIETZOLD FUMBA TOWN, URBAN WEST, NYAMANZI, P.O.BOX 3564, ZANZIBAR	33	

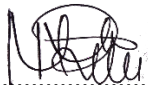
DATED this **18** day of **March** 2020

WITNESS to the above signatures:

Signature:

Postal Address:

Qualification:



P.O Box 76293 DSM

ADVOCATE



THE COMPANIES ACT 2002

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DAR URBAN DEVELOPMENT LIMITED

1. The regulations contained in Table A in the first schedule to the Companies Act No. 12 shall not apply to this save as the same are hereby repeated or contained.
2. In these regulations, the words standing in the first column of the table next following shall bear the meanings set opposite to them respectively in the second column thereof insofar as the same are not inconsistent with the subject or content.

The Act	-	means the Companies Act 2002 of the laws of Tanzania any replacement or amendment thereof.
or The Company	-	means "Dar Urban Development Limited".
The Office	-	means the registered office of the Company.
The Directors	-	means the directors for the time being of the Company.
The Secretary	-	means any person appointed to perform the duties of the Secretary of the company.
The United Republic of Tanzania	-	Tanganyika (Tanzania Mainland)
Month	-	Calendar month
Proxy	-	shall include an attorney duly authorized to act on behalf of a member of the Company under a power of Attorney.
Writing	-	shall include printing, lithography and any other mode of representing or reproducing words in visible form including telegrams and radiograms.
Words importing the singular		shall mean plural and vice versa
Words importing the masculine gender		shall include the feminine gender
Persons	-	shall include Corporations/legal persons

Except as aforesaid, any words or expressions contained in these regulations, except where the subject shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the regulations become binding on the company.

PRIVATE COMPANY

3. The Company is a Private Company and accordingly:

- (a) the right to transfer shares is restricted in the 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 having been formerly in the employment of the Company were, while in such employment of the Company, and have continued, after the termination of such employment, to be members of the Company) is limited to fifty. PROVIDED THAT where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this Regulations be treated as a single member;
- (c) the company shall not have power to issue share warrants to bearer;
- (d) any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.

SHARE CAPITAL

- 4. Without prejudice any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred to or other special rights or such restrictions, whether in regard to dividend, return of capital or otherwise as the Company may from time to time by Ordinary Resolution determine.

PREFERENCE SHARES

- 5. Subject to the provision of Section 47 of the company act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on terms that they are or at the option of the Company are liable to be guided on such terms and in such manner as the Resolution determines.

VARIATIONS OF RIGHTS

- 6. If at any time the share capital is divided into different classes or share the right attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourth of the issued shares of that class, or with the sanction of an extraordinary Resolution passed at a separate General Meeting the provisions of these articles relating to General Meeting shall apply, but so that the necessary quorum shall be two persons at least holding or presenting by proxy one-third of the issued shares of the class but so that if at any adjourned meeting of such holder quorum as above defined is not present, those members who are present shall be a quorum and that any holder of shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder.
- 7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issued of the shares of that class, be deemed not to be varied by the creation or issued of further shares ranking 'pari passu' therewith.

ALLOTMENT OF SHARES

- 8. Subject to the provisions of these Articles relating to new shares, the share shall be at the disposal of the Directors, and they may (subject to the provisions of the ordinance) allot, grant option over, or otherwise dispose of them to such person

on such terms and conditions, and at such time as they think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

9. The Company may exercise the powers of paying commissions conferred by Section 44 of the Act: Provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of such price (as the case may be). Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
10. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with, a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company, nor shall the company, make a loan for any purpose whatsoever on the security of its shares or those of its holding Company, but nothing in these shall prohibit transactions mentioned in the proviso to section 46 (1) of the Act.

LIEN

11. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but Directors may at any time declare any share to be wholly or in partly exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
12. The Directors may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating a demanding of such part of the amount in respect of which the lien exist as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by a reason of his death or bankruptcy.
13. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if shall subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES

15. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for payment of the past preceding call and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and places so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
16. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by installments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
19. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, in case of non-payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20. The Director may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding 5 per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.
22. No members shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all the calls for the time being due and payable on every shares held by him, whether alone or jointly with any other person together with interest and expenses thereon (if any).

TRANSFER OF SHARES

23. Subject to the restrictions of these regulations shares shall be transferable, but every transfer must give in writing in the usual/common form or in such other form as the Directors shall approve, and must be left at the office accompanied by the certificate of the shares to be transferred and such other evidence as the Director may require to prove the title of the intending transfer. Unless otherwise prescribed by the Directors the following will be the usual or common form of a transfer of shares.

"I, A.B. ofin consideration of Shillings.....paid to me by C.D. of..... (Transferee) being the holder of the share(s) numbered to in the undertaking called..... do hereby transfer into the said transferee the share(s) subject to the several conditions on which I hold the same; and that I,the transferee do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

*As witness our hands thisday of.....
Witness to the signature"*

24. Any member who wishes to transfer all or any of his shares shall first offer to the existing shareholders at a market value and maintain the offer for 2 months before offering to a 3rd party. The price offered should at all times be the same.
25. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferee shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
26. The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share whether or not it is a fully paid share, and they may also decline to register and transfer shares on which the Company has lien.
27. The Directors may also suspend the registration of transfer during the fourteen days immediately preceding the ordinary general meeting in each year, and at such other time and for such periods as the directors may from time to time determine provided always that registration shall not be suspended for more than thirty days in any year.
28. The directors may also decline to recognize any instrument of transfer unless such instrument is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the two to make the transfer.
29. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
30. A share may be transferred at any time by a member to another member or to a wife, husband, son, daughter, brother or nephew of the transfer member and any share of a deceased member may be transferred by his legal personal representative, executor or administrator to any of the laid relations of the

deceased member, as herein specified to whom the deceased member may have bequeathed the same.

31. Save as in otherwise herein provided under regulation 33 no share shall be transferred to any person who is not a member of the Company so long as any member of the Company is willing to purchase the same at a fair value which shall be determined by the Auditors of the Company and when an occasion for such a transfer arises the determination of the Auditors shall be accepted by all parties as a fair value.

ALTERATION OF CAPITAL

32. (a) The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall be prescribed.

(b) Subject to any discretion to the contrary that may be given by a special resolution at the meeting sanctioning any increase of capital, and subject to the provisions of Article 13 all new shares of whatever kind shall be offered to the members in proportion to the nominal value of the existing shares held by them, and such offer be made by notice specifying the number of shares to which the member is entitled and stating a time limit of three months within which the offer is not accepted will be deemed to be declined, and, after the expiration of such time or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares so offered then if the member shall be a special member as defined in Articles 9 hereof any other special member shall have the right to accept the offer so deemed to be declined within three months of it so declining the same failing which the Directors may dispose of the same in such manner as they may think most beneficial to the Company, if, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the allotment of any such new shares amongst the members such difficulty shall in the absence of direction by the Company determined by the Directors.

33. The Company may by special resolution: -
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of section 51(1) (d) of the Act.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
34. The company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized and consent required by law.

GENERAL MEETINGS

35. 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 meetings as such in the notices 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

36. (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (b) All General Meetings shall be held in Tanzania less in the case of any on General Meeting members with a majority of the voting rights entitled to attend such meeting have previously signified to the Secretary of the Company that they will be prepared to attend that general meeting in a specified country other than Tanzania.
37. 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 requisitionists, as provided by Section 114 of the Act.
38. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company, entitled to receive such notice from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it so agreed.
39. (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend the vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the member having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent, in nominal value of the shares giving that right.

NOTICE OF GENERAL MEETINGS

40. Subject to the provisions of Section 117(2) of the Act relating to special resolutions; twenty one days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and hour of the meeting and in case of special business, the general nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the regulations of the Company entitled to receive such notice from the Company, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in manner as those members may think fit.

41. The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETING

42. 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; three 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 or a notice of decision on matters to be discussed, shall be a quorum.
43. Business shall be deemed special that is transacted at an extraordinary general meeting, and 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 ordinary report of the Directors and Auditors the election of Directors and other Officer in place of those retiring and appointment of, and their fixing of the remuneration of the Auditors.
44. For resolution to be duly pass by members shall be unanimously agreed.
45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case it shall stand adjourned to the same day and at such other time, and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting it shall be dissolved.
46. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the company, or, if there is not such Chairman, or if he shall not be present within thirty minutes after the time appointed for holding the meeting, or is unwilling to act, the directors present shall choose one of their member to be Chairman of the meeting.
47. If at any meeting no Director is willing to act as Chairman or if no director is present within half an hour after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of meeting.
48. 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid, it shall not be necessary to give of an adjournment or of the business to be transacted at an adjourned meeting.
49. 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 show of hands) demanded:
- (a) by the Chairman of the meeting or
 - (b) by at least one member present in person or by proxy;

Unless a poll be so demanded a declaration by the Chairman of the meeting 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 that effect is entered in the minutes book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

50. If a poll is duly demanded 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 demanded.
51. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have a second or casting vote.
52. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
53. An ordinance resolution in writing signed by three fourths of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporation by their duly authorized representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the company duly convened and held.
54. Subject to any rights or restrictions for the time being attached to any shares or classes of shares, every member present in person or by proxy shall, on a show of hands, have one vote, and on a poll, have one vote each share of which he is the holder.
55. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the inclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
56. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian appointed by that court, and any such committee or other legal guardian may vote by proxy.
57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting in which the vote objected to is given or tendered, and every vote not disallowed at such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
59. On a poll, votes may be given either personally or by proxy.
60. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a

corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

61. The instrument appointing proxy and the power of attorney or other authority, if any, under which it is signed or an authentically certified copy of that power of authority shall, (such other place as is specified for that purpose in the notice convening the meeting) be submitted not less than forty hours before the time for holding the meeting or adjourned meeting; at which the person named in the instrument proposes to vote; and in default the instrument or proxy shall not be treated as valid.
62. The instrument appointing a proxy shall be in the following form or such other form as the Directors may approve.

(The name of the company for the time being)

*I /
WE.....of.....
...being a member/members of the above named company, hereby appoint
.....ofor failing
him.....of my/our proxy to vote for me/us on my/our behalf
at the ordinary or extraordinary, as the case may be, general meeting of the
Company, to be held on theday of..... 20..... and at any adjournment
thereof.*

Signed this..... Day of, 20.....

This form is to be used in favour of/against the resolution(s) unless otherwise instructed, the proxy may vote as he thinks fit.

63. A vote given in accordance with the terms and an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death: instantly: revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting at which the proxy is used.

DIRECTORS

64. Unless and until the company in a general meeting shall otherwise determine, the number of directors shall not be less than two or more than five.
65. The following persons shall be the first directors of the Company.
1. SEBASTIAN DIETZOLD
 2. TOBIAS DIETZOLD
66. If the number of directors appointed pursuant to regulation 84 hereof be less than five the existing directors may, by ordinary resolution, appoint such additional directors as may be required to reach the prescribed limit of five. Such a director shall retire from office at the next annual general meeting following his appointment but shall be eligible for election.

67. The Company in general meeting may appoint a person to be a director either to fill a casual vacancy or as an additional to the existing directors. No qualifying shares shall be necessary to enable a director to hold office and a director need to be a member.
68. The Company may by extraordinary resolution remove any director before expiration of his period of office. The directors appointed under regulation 86 hereof shall continue in office unless otherwise disqualified as hereinafter provided under articles 84 or another director is appointed by the General meeting in his place.
69. The Company in general meeting shall from time to time determine the remuneration of the Directors. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending an returning from meeting of the directors or any committee of the directors or general meeting of the company or in connection with business of the Company.
70. A director of the Company may be or become directors or other officer or otherwise interested in, any company promoted by the company in which the company may be interested as shareholder or otherwise and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer or from his interest, in such other company unless the company otherwise directs.
71. The directors may elect a chairman and deputy chairman of its meetings and determine the period for which they are respectively to hold office. If no such chairman or deputy chairman be present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting.

BORROWING POWERS

72. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof and to mortgage whether outright or as security for any debt liability or Obligation of the company of any third party.
73. The directors shall cause a proper register of charged to be kept in accordance with section 88 of the Act and shall duly comply with the requirements of section 79, 80 and 81 of the Act in regard to the registration of charges therein specified and otherwise.

POWERS AND DUTIES OF DIRECTORS

74. The business of the company shall be managed by the directors; who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company, as are not by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of the Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be

prescribed by the company in general meeting; but not invalidate any prior act of the directors which would have been valid if that regulation had not been made.

75. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
76. The company may exercise the powers conferred by Section 33 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in directors.
77. The company may exercise the powers conferred upon the company by Section 104 to 107 (both inclusive) of the Act with regard to the keeping of a branch register and the directors may (subject to the provision of those section) make and vary such regulations as they may think fit respecting the keeping of any such register.
78. A director who is in any way, whether directly or indirectly interested in a contract or proposed contract with which the company shall declare the nature of his interest at a meeting of the directors in accordance with Section 150 of the Act.
79. A director shall not vote in respect of any contract or arrangement in which he is interested or upon any matter arising there out and if he shall so vote, his vote shall not be counted and shall not be counted in the quorum present at the meeting at which such contract or arrangement is considered.
80. A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration or otherwise) as the directors may determine and no director/intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realized by any such contract or arrangement by reason for such a director holding that office should establish.
81. A director may be counted in the quorum present at any meeting where he is appointed to hold any such office or place of profit under the company, or where the terms of any such appointment are arranged, but he shall not vote on any such appointment or arrangement of the terms thereof.
82. Any director may act by himself or by his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as Auditor of the Company.

83. 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.

MINUTES

84. The directors shall cause minutes to be in books provided for the purpose:
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the director's present at each meeting of the directors and of any committee of directors;
 - (c) of all resolutions and proceedings at all meetings of the company; and of the directors and of committee of directors; but it shall not be necessary for the directors to sign their names in the minutes book.
85. The director on behalf of the company may pay a gratuity or pension or allowance or retirement to any directors who has held any other salaries office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

86. The office of director shall vacate if the director;
- (a) ceases to be a director by virtue of section 142 of the Act; or
 - (b) becomes bankrupt or makes any arrangement or composition or compensation with his creditors generally; or
 - (c) becomes prohibited from being a director by reasons of any order made under Section 213, or 265(4) of the Act ; or
 - (d) becomes of unsound mind; or regulations; or
 - (e) resigns his office by notice in writing to the company; or
 - (f) shall for more than six months have been absent without permission of the directors, from meetings of the directors held during that period.
 - (g) Expiration of term of appointment

ROTATION OF DIRECTORS

87. At the first annual general meeting of the company all the directors shall retire from office, but the retiring directors shall be eligible for re-election.
88. The director shall have power at any time, and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

PROCEEDING OF DIRECTORS

89. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have second or casting vote. A director shall at any time summon a meeting of the directors. It shall not be necessary to give notice of a

meeting of directors to any director who is for the time being absent from Tanzania.

90. Directors may fix the quorum necessary for the transaction of the business of the directors and unless so fixed, shall be three fifth (3/5) of the number of all existing Directors.
91. The continuing director may act notwithstanding any vacancy in their body, and so long as their number is reduced below the number fixed by pursuant to the articles as the necessary quorum of directors, may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company but for no other purpose.
92. The directors may delegate any of their powers to committees consisting of such members of their body as they think fit and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
93. A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members may choose one of their members to be the chairman of the meeting.
94. A committee may meet and adjourn, as it thinks proper. Question arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
95. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall notwithstanding that it be afterward discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a director.
96. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held; such resolution may consist of two or more documents in like committee convened.
97. The directors may from time to time appoint one or more of their body to the office of the Managing Director for such period and on such terms as they fit, and subject to the terms of any agreement entered into any particular case, may revoke such appointment. A director so appointed shall not whilst holding the office, be subject to retirement at the annual general meeting, but his appointment shall be automatically determined if he ceases from any cause to be a director.
98. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine.
99. The directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and condition and with such restrictions as they may think fit and whether collaterally with or to the exclusion

of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

100. The Director may from time to time appoint a General Manager or Manager of the business of the company for such terms and on such remuneration (whether by way of salary or commission or participation in profits or partly in one and partly in another) as they may think fit and may remove and discharge any such person and appoint a substitute; The Director shall take such security if any, for the conduct and satisfactory discharge of the duties of any such General Manager as they shall in their discretion, think sufficient.
101. Any director may at any time appoint any person to be alternate director of the company in his place and may at any time remove from office any alternate director so appointed by him. An alternate director shall not be entitled as such to receive any remuneration from the company, but he shall be entitled to perform in the place of his appointer such functions of his appointment as director of the company or his appointer shall by the instrument of appointment prescribed. Any number of directors may appoint the same person as an alternate director. An alternate director appointed for the purpose of attending and voting at meetings of directors shall be entitled to receive notices of all such meetings and to attend and be counted in the quorum and vote at any such meeting at which his appointer is not present. An alternate director shall have vote in respect of each appointer in whose place he is entitled to vote and (if himself and director) may exercise such vote or votes in addition to his own vote at a meeting. Provided always that nothing in this regulation shall enable the chairman or Managing Director to delegate to an alternate director any of the special powers of authorities vested in the Chairman or such Managing Director as the case may be by these regulations or by the Director or shall enable more than one vote to be cast at any meeting of the directors on behalf of the same appointer.
102. All appointments and removals of alternate directors shall be made by notice in writing, signed on behalf of the directors making or revoking such appointment; and every such notice shall be delivered or sent to the secretary or to the registered office of the company and shall take effect from the time of receipt.
103. The directors shall appoint the Secretary for such term, at such remuneration and upon such conditions as they may think fit; and they may remove any secretary so appointed.
104. No person shall be appointed or hold office as secretary who is;
 - (a) the sole director of the company; or
 - (b) a corporation, the sole director of which, he is the sole director of the company; or
 - (c) the sole director of a corporation which is the sole director of the company.
105. A provision of the Act or these regulations requiring or authorizing a thing to be done by the director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as original place of the secretary.

THE SEAL

106. The Board of Directors shall provide for the safe custody of a seal, and the seal shall only be used under the authority of the Board of Directors or committee of the directors authorized by the Board of Directors in that behalf; and every instrument to which the seal will be affixed shall be signed by a director and shall be countersigned by the secretary or by second director or some other person appointed by the directors for the purpose.
107. All deeds, contracts, power of attorney and the like to which the company is a party shall be signed by one director and the secretary of the company, or a second director and all deed shall in addition bear the seal of the company.
108. The Company at its general meeting may declare dividends, but dividends so declared shall not exceed the amount recommended by the directors.
109. The Directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
110. No dividends shall be paid otherwise than out of profits.
111. The Directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied and pending such application may at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profit, which they may think prudent not to divide.
112. Subject to the rights or persons, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the share.
113. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
114. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specified assets, and in particular of paid up shares, debentures or debenture stock of any other company; or in any one more of such ways and the directors shall give effect to such resolution and where any difficulty arises in such distribution, the directors may *the same as they think expedient and the particular may issue fractional certificates* and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing, of the value so fixed in order to adjust the rights of the parties, and may vest any such specific assets in trustee as may seem expedient to the directors.

115. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheques or warrant sent through the post directly to the registered address of the holder or in the case of joint holders who is first named on the Register or Members or such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipt for any dividend bonuses or other money payable in respect of the shares by them as joint holders.
116. No dividend shall bear interest against the company.

ACCOUNTS

117. 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 of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the company; and
 - (c) the assets and liabilities of the company proper books of accounts shall not be deemed to be kept if there are not kept such books of accounts are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
118. The books of accounts shall be kept at the registered office of the company, or at such other place, as the directors think fit, and shall always be open to the inspection of the directors.
119. The directors shall from time to time determine whether and to what extent and at what times and places books of the company or any of them shall be open to inspection of members not being directors and no members (not being a director) shall have any right to inspect any account or book or document of the company except as conferred by statute or by the company in general meeting.
120. The directors shall from time to time, in accordance with section 123 to 125 (both inclusive) 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 report as referred to in those sections.
121. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the Auditor's report, shall not be 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 and to every person registered under these regulations. 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 share or debentures.
122. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived and the amount of established salaries and other like matter. Every expenditure against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such items shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

123. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or the credit of the profit and loss account or otherwise for distribution amongst the members who if I would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full un-issued shares or debentures for the company to be allotted and distributed and credited as full paid up and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other and the directors shall give effect to such resolution. Provided that a share premium account and capital redemption reserve fund may, for the purpose of this regulation, only be applied in paying up of un-issued shares to be issued to members of the company as full paid bonus shares.
124. Whenever such a resolution as aforesaid shall have been passed the directors shall make appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid shares or debentures, if any and generally shall do all acts and things required such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of the respective proportions of the profits resolved to be capitalised, or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT




125. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICE

126. A notice may be given by the company to any member either personally or by sending it by post telex or telegram or cable to be confirmed later in writing to him If or to his registered, or (if he has no registered address within Tanzania) to the address, if any within Tanzania supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed If to be effected by properly addressing, preparing and posting a letter containing the notice, to have been effected in the case of a notice of meeting at the expiration of 24 hours after the letter containing the same in posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
127. If a member has no registered address within the territory and has not supplied to the company any other address for the giving of notice to him a notice addressed to him and advertised in the newspapers circulating in the

neighborhood of the registered office of the company shall be deemed to have been duly given to him at noon on the day on which the advertisement appears.

128. The company may give a notice to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the shares.
129. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any within Tanzania supplied for the purpose by the persons claiming to be so entitled, or until such as address has been so supplied by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
130. Notice of every general meeting shall be given in any manner hereinbefore authorized to:
 - (a) every member except those members who (having no registered address within Tanzania) have not supplied to the company an address within Tanzania for the giving of notice to them;
 - (b) every person upon whom the ownership of a share devolves by a reason of his being a legal personal representative or a trustee in bankruptcy of a member but for his death or bankruptcy would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of general meeting.
131. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such divisions shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributions as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or enter securities whereon there is any liability.
132. Every director other officer of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 345 of the Act, in which relief is granted to him by the court and no director or other officer shall 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 office or in relation thereto. But these Articles shall only have effect in so far as its provisions are not avoided by the Act.

Names, Addresses and Descriptions of Subscribers	No. of Shares Taken	Signature of Subscribers
SEBASTIAN DIETZOLD PLOT NO. 12 KAUNDA DRIVE P.O.BOX 38566 DAR ES SALAAM.	34	
KATRIN DIETZOLD PLOT NO. 12 KAUNDA DRIVE P.O.BOX 38566 DAR ES SALAAM.	33	
TOBIAS DIETZOLD FUMBA TOWN, URBAN WEST, NYAMANZI P.O.BOX 3564 ZANZIBAR	33	

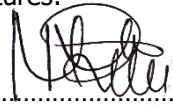
DATED this 18th day of March 2020

WITNESS to the above signatures:

Signature:

Postal Address:

Qualification:



P.O Box 76293 DSM

ADVOCATE

