

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
AMENDED MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
SSI ENERGY TANZANIA LIMITED
AS
PER SPECIAL RESOLUTION PASSED
ON 5TH JULY 2021

DRAWN BY:

Norton Rose Fulbright Tanzania
3rd Floor 180 Msasani Bay
P.O. Box. 106101
Dar es Salaam Tanzania

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SSI ENERGY TANZANIA LIMITED

1. The name of the company is "SSI ENERGY TANZANIA LIMITED"
2. The Registered Office is situated in the United Republic of Tanzania.
3. The objects for which the company is established are: -
 - 3.1 To carry business for the purposes of developing, constructing solar power generation plants and contracting for the supply of the electrical output of such power plants (including the production and generation of solar energy).
 - 3.2 Electric power generation, transmission and distribution.
 - 3.3 Electrical installation.
 - 3.4 Other construction installation.
 - 3.5 Construction of utility projects.
 - 3.6 Architectural and engineering activities and related technical consultancy.
 - 3.7 Other personal service activities n.e.c.
 - 3.8 Other professional, scientific and technical activities.
 - 3.9 Other information service activities n.e.c
 - 3.10 To carry business of the purposes of developing, constructing solar power generation plants and contracting for the supply of the electrical output of such power plants (including the production and generation of solar energy) to, and enter into contracts and arrangements of all kinds with builders or tenants of and other interested in any such land.

- 3.11 To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stocks, bonds, debentures, mortgages, deeds of bond and security or other obligations, or any, or either of them, of any other Company, corporation or person carrying on any business which the Company is authorized to carry on, or possessed of any property or right suitable for the purposes of the Company, and acquire the business of any company or corporation, if deemed expedient, by amalgamation with such company or corporation instead of by purpose in the ordinary way;
- 3.12 To pay for any business or undertaking, or any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company shall determine;
- 3.13 To engage in any business or transaction within the limits of the Company's objects, in conjunction with any other person, corporation or company, and to hold shares, stocks or bonds in any such company or corporation;
- 3.14 To sell the business or undertaking of the Company or any part thereof, including any shares, stocks, bonds, debentures, mortgages, deeds of bond and security or other obligations or securities, or any of them, patents, trademarks, trade names, copyrights, licenses or authorities or any estate, rights, property, privileges or assets of any kind;
- 3.15 To accept payment for the business or undertaking of the Company or any part thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in shares or bonds of any company or corporation, with or without deferred or preferred rights in respect of dividends or payment of capital or otherwise, or by means of a mortgage, or by debentures, debenture stock or mortgage debentures or bonds of any company or corporation and generally on such terms as the Company shall determine;
- 3.16 To promote, form, subsidize and establish any companies or corporations;
- 3.17 To invest any moneys of the Company and to hold, sell or otherwise deal with such investments and to receive moneys for investment;
- 3.18 To enter into arrangements for profit-sharing with any of the Directors or employees of the Company or of any company in which the Company may for the time being hold a share or shares, to establish or support, or aid in the establishment and support, of associations, institutions or conveniences calculated to benefit employees of the Company or its predecessors in business or of any companies in which the Company owns shares or the dependents or connections of such persons, and to grant pensions, allowances and gratuities to Directors or employees or their dependents and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object;
- 3.19 To borrow, raise or secure the payment of the money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, deeds of bond and security, bonds or mortgages charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being;
- 3.20 To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments;
- 3.21 To underwrite the shares, stock or securities of any other company and to pay underwriting commissions and brokerage on any shares, stock or securities issued by the Company;

- 3.22 To distribute any of the property of the Company amongst the Members in species or otherwise, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) or the time being required by law;
- 3.23 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.24 To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the company shall be deemed to include any partnership, or other body of persons whether incorporated and whether not existing or hereinafter to be formed; and
- 3.25 It is furthermore expressly declared that the intention is that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph.
- 3.26 To carry on business of setting up industrial plants, project consultancy, product marketing and management consultants. To provide consultancy regarding installations of all types of projects and plant & machinery and business management regarding distribution, marketing and selling and to collect, prepare, distribute, information and statistics relating to any type of business or industry relating to solar systems and solar energy.
- 3.27 To carry on the business as manufacturer, exporter, importer, contractor, subcontractor, seller, buyer, agent or otherwise deals in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of solar products and components;
- 3.28 To carry on business as a general commercial company;
- 3.29 To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property;
- 3.30 To build, construct, alter, improve maintain, develop, work, manage, carry out control any buildings, factories, warehouses, shops, stores, house and other works and conveniences required directly or indirectly to advance the Company's interests;

3.31 To lease, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and, in particular, stock, shares or securities of any other company, whether full or partly paid up;

3.32 To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contractors and to do all or any of the above business in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise;

3.33 To invest, acquire and carry on in such manner and in such place or places, either in Tanzania or elsewhere, as the Company may think requisite or proper, any other business, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;

3.34 To develop, improve and utilize any land acquired by the Company, or in which the Company is interested, and lay out and prepare the same for building purpose, construct, alter, pulldown, decorate, maintain, fit up and improve buildings, roads and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement any such land, and advance money to, and enter into contracts arrangements of all kinds with builders or tenants of and other interested in any such land;

4. The Liability of the members is Limited.

5. The authorized share capital of the company is Tanzania Shillings 1,000,000/= divided into 1,000 shares of shillings 1,000/= each. The Company shall have the power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or share and to attach thereto, respectively such preferential, deferred, or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

WE, the several persons whose names, addresses 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, Addresses, and occupation of Subscribers	Number of shares taken by each Subscribers	Signature of Subscribers
Solar Securities Tanzania UK Limited 6 Hatfield Close West Byfleet United Kingdom KT 146PG	999	SIGNED
Manoli Yannaghas 26 The Croft, Hungerford United Kingdom RG 17 OHY	1	SIGNED

Dated at Dar es Salaam this day of December 2016

WITNESS to the above Signature Signatures:

Name: **KAHABUKA EDWARD KATEKA**

Signature: **SIGNED**

Postal Address: **P.O.BOX 80512**

Qualification: **ADVOCATE**