

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

PETROBENA E.A LIMITED

Is this day incorporated under the companies Act 2002 and that the Company is limited.

GIVEN under my hand at Dar es Salaam, this
Thousand and Thirteen

day of two

Certified as True Copy of the Original
Sign: *[Signature]* Date: *[Date]*
VICTORIA LIBERATE MLEOH
Advocate, Notary
Public & Commissioner for Oaths

Registrar of companies

TANZANIA
Stamp Duty Office

Stamp Duty Office
38515 10/10/13

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THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PETROBENA E.A Limited

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1. The name of the company "PETROBENA E.A Limited"
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on business and act as commission agents, wholesale, manufactures representative and/ or retail in Tanzania and elsewhere, and to import, export, buy, sell, barter exchange, pledge, manufacture, make advance, or otherwise deal in goods, commodities, precious stone, hardware, articles, merchandise, for the purpose to own and operate a trading, or wholesale business in the industries agriculture and mining.
 - (b) To engage as financial consultants in Agriculture and mining; to establish, promote, or otherwise assist any person or a company for the purpose of acquiring all or financial assistance from Banks and financial institutions, suppliers, and dealers, manufactures, or agents of various items in the industries of Agriculture and mining, in purchasing of equipments, implements, machinery, land, PLs, property, mines and so forth.
 - (c) To borrow, raise money or secure the payment whether of Company or any other person by the issue of debenture or debentures stock perpetual terminable bonds, mortgages, or any other form of securities, founded or based upon or any of the property and rights of the company including its uncalled capital, or without any such security and upon such terms as to priority or other as the company shall think fit,
 - (d) To Sale, acquire and distribution of Agriculture machinery, commodities and implements; buying and selling of food and cash commodities, storing, transporting, add value and packaging of commodities.

- (n) To engage in and or otherwise carry on the business as consultants, advisers, managers, taxation consultants, trustees, financial advisers, book keepers and registrar or transfer agents for any company, individual or undertaking.
- (o) To carry on the business of advisors and problems relating to the administration and organization of industry and business and training of personnel for industry and business and to carry on all or any of the businesses of industrial, businesses and personnel consultants, and to advice upon means and methods for extending, developing and improving all types of businesses and industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods or relating to the rendering of services.
- (p) To carry on business as suppliers of hardware, sundries, building materials and all electrical goods.
- (q) To carry on the business of importers and dealers in still and cine photographic apparatus and materials, electrical and electronics equipment of all kinds, amplifiers, radios, gramophones, gramophone records, magnetic tapes, magnetic types and all other apparatus, materials and things necessary or convenient for carrying on any of the above specified businesses, or usually deal in by persons engaged in the same.
- (r) To carry on all or any of the business of suppliers of the fire protection apparatus, electronic and telecommunication apparatus
- (s) To carry on any of the business of suppliers of exploration mining supplies, electronic and telecommunication apparatus of every description including but not limited to cellular phones, radio, television, intercom, network, and telecommunications requisites and to put up sand use telephones and telegraphs whether wireless or other dynamos accumulators and apparatus now known or that may hereafter be invented in relation therewith including cables. Wires or appliances for connecting telecom systems including cables, wires or appliances for connecting telecom system including the formation of exchange centers.
- (t) To carry on business as sellers, buyers, importers exporters, distributors and dealers in all kinds of mining suppliers,

telecommunication equipment, material, apparatus and accessories relating to telecommunication, and to install, repair, maintain, service and generally deal in such equipment; and dealers generally in products or equipment relating to cellular telephone systems, telecommunication visual communication, paging, -voice -feedback -automatic -lettering, - including - all apparatus, accessories, appliance and things used in connection therewith belong to the company or procured by the company or belonging to the customers of the company.

- (u) To provide information technology solutions as all levels from domestic to industrial level, this includes producing all kinds of software, websites, operating systems, computer network, security systems, telecommunication system ,web hosting , server management etc.
- (v) To do the business of training of junior and senior professional and non professional in elementary, intermediary and advanced applications of information and communications technology. To offer computer consultancy services, computer training, and to offer software and hardware services and such other by products of these objects capable of being commercialized.
- (w) To carry on business of imports computers, computer accessories and deal with repair and servicing computers. To deal with installation of internet, software, design and software.
- (x) To carry on business as agents of arranging ceremonies, meetings arrangement and facilitations, functions arrangements and facilitations etc.
- (y) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, diamond, tanzanite, and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, goldsmith, jewelry, to be buyers and sellers of gold mineral products, gemstones, both buying and selling, mines and precious stones all over the world. To lease, acquire and lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines.
- (z) To enter into contract by any other company, institution or government for the purpose of doing business which is part of the company objectives.

- (aa) To carry on all or any of the business of sales of used car, spare parts, transport, and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carries of goods and passengers by road, rail, water or air and to establish, acquire, maintain and operate transport services of every description both public and private and all service ancillary thereto and for such purpose or as independent undertakings to purchase, take exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicle, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (bb) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper markers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufactures, type founders photographer, manufacturers of and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine. Dealers in parchment stamps, and other duties, advertisement agents, designers, draftsmen, manufacturers, book sellers, publishers and dealers in material used in the manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacturer of all sell by wholesale or retail of school chalks, and secretarial services.
- (cc) To carry on business of prospectors, miners, and mining works. To buy, sell, manufacture and deal in mineral and things capable of being sued in connection with prospecting, mining and metallurgical operations. To search for, get win, work, make marketable and use, sell and dispose of precious and other metals, minerals and other substances or products on, within, or under and property under the company and to be granted with prospecting any mining and other licenses, rights or privileges for such purpose.
- (dd) To build, construct a system tracking control room alter, improve, enlarge, repair, maintain, demolish, remove or replace and to work, manage, carry out of control work of all descriptions, including but not limited to offices, factories, mills, warehouse, shops,

stores, garages and other buildings, bridges, roads, railways, machinery and plants, which may, in the opinion of the directors of the company, be likely to advance directly or indirectly the company's interests; to clear sites for the same, to contribute to, subsidies or otherwise in the building, construction, alteration, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.

- (ee) To do all kinds of business relating to information technology and to act as consultants, carry on business as managers or advisors in information management, applications development, data telecommunication and networks technology and those purpose to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania and elsewhere, and to Promote, arrange, facilitate and operate information technology activities in all its diverse areas elopement and all such facilities advantages and conveniences as may be considered necessary or incidental thereto, to do activities as development of consumer-made and instructional software, educational managerial and control software products for small, medium and large clients
- (ff) To act as agents or managers in carrying on any businesses concerns or undertakings and to employ experts to investigate and examine the condition, management, prospects, value and circumstances of any business concerns, and undertakings and generally, of any property or rights of any kinds.
- (gg) To engage in advertising, marketing, promotion, consultancy, telecommunication equipment and contractual jobs regarding cellular operations, services and surveys, professional publishers, producers of newspapers, bulletins, journals, periodicals, magazines, programs, advertisements, to be promoters and financiers of public and / or publications, newsagent, to offer and or render communication services, transportation facilities, telephones, telex, telex, audio visual films, and participants in either industrial commercial projects both nationally and internationally.
- (hh) To carry on the business of builders, contractors for construction works, renovation, decoration, or demotion and to Purchase otherwise acquire land for houses, offices, workshops and building premises.



- (ii) To establish workshops for training of heavy duty construction equipment, handling and safety measures, high of construction equipment, construction labor, and general advisory services
- (jj) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work, and advertise railways, tramways, docks harbors, sharves, canals, water courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric, and other supply works, houses, building and erections of every kind.
- (kk) To provide consultancy on construction, architecture, structural designs and engineering, construction labor management, estate plans and soil testing.
- (ll) To engage in research into all problems relating to industries business and personnel management and to distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of industry or business and promote or propose such methods, procedures and measures as may be considered desirable or beneficial for or in connection with all or any of the company's objects.
- (mm) To carry the business of importers, exporters, buying, selling, dealers in building materials, hardware, sanitary ware, wall paper, roofing tiles, flooring tiles, supplying industrial equipments, agricultural implements and equipments spares of every description, plumbers, decorators, steel fabrication machine, shop, nickel plating, electric plating, making steel windows, doors, frame and roof tresses.

AND it is hereby declared that the word "Company" in this clause, except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the contents expressly so requires, be in any way limited or restricted by reference to or interference from the terms of any other sub-clause or any the name of the Company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full powers to exercise

all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub- clauses of this clause.

4. The liability of the members is limited.
5. The initial capital of the company is shillings **50,000,000/=** divided into **10,000** shares of shillings **5,000/=** each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privilege, or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may from time to time be provided by the regulation of the Company.

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

Names, Addresses, and Description of Subscribed	Number of shares taken by each subscriber	Signature
Sabena Victor Kubini P.O.Box 22051 Dar es salaam	2500 shares	
Peter Andrew Kumalilwa P.O. Box 22051 Dar es Salaam	2500 shares	
TOTAL	5000 shares	

Dated at Day - w - salaam: this 8th day of October 2013

Witness to above signature

Name : CECILIA NISHIKU

Signature : *C. Nishiku*

Postal Address : 35191 Dsm

Qualification : ADVOCATE



TANZANIA

3855

10/10/13



Stamp Duty Office

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

"PETROBENA E.A LIMITED

3855
10/10/13

PRELIMINARY

1. In the 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 all 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 addition in addition to substitution shall be the regulation of the company.

PRIVATE COMPANY.

2. The company is a private company and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of members of the company (exclusive of persons who are in the employment of the Company and of

persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as 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 warranty to bearers

TRANSFER OF SHARES

3. The directors may in their discretion 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 clause 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 or person selected by the directors as one who it is desirable in the interest of the Company to admit to membership

(b) Every shareholder or trustees in bankruptcy, or any person who may desire to sell or transfer any such shares and every 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 and the board, or in case of difference to be determined by the Auditors or the Company.

(c) Upon price of such shares being agreed on determined as per clause (b) above, the board shall forthwith give notice to such of the shareholder other than the shareholders desiring to sell or transfer the said shares, stating the number and the 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 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 the following variations:-

- (e) A General Meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than days or without notice.
- (f) Two members, present either personally or by proxy shall form a quorum.
- (g) 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 and of the members of the company holding three-fourths of the issues shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first directors of the company:-

1. SABENA VICTOR KUBINI
2. PETER ANDREW KUMALILWA

7. The shareholding qualification for directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of directors for transacting business shall, unless otherwise fixed by the Directors, be two
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

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

11. The directors may secure the repayment of or raise any such sum or sums as aforesaid by the 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 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 has been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;

- i. becomes bankrupt or,
- ii. is found to be lunatic or becomes of unsound mind; or
- iii. resigns his office by notice in writing to the Company;
- iv. 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 respect to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Directors who he represent.

17. Unless otherwise decided by 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 conditions as may think fit, and any secretary so appointed may be removed by the Board.

19. The following person shall be the first secretary of the company
LILIAN MWAKA KUBINI

WINDING UP

20. 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 and shares whereupon there is any liability.

ALTERNATION OR ADDITION

21. Subject to the provision of the Act and those contained in the Memorandum of Association the Company may by special Resolution make alternation or addition so made shall be as valid and effectual as if originally contained in those Articles and be subject in like manner to alternation by special Resolution.

INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Asset 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 (under section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION

23. If and whenever any dispute or difference shall arise between the company and any of the members of their respective representatives touching upon the construction or meaning of any of Act 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 Act, such differences shall (unless as 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. 150 or any then existing statutory modification or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribed	Number of shares taken by each subscriber	Signature
Sabena Victor Kubini P.O. Box 22051 Dar es salaam	2500 shares	<i>[Signature]</i>
Peter Andrew Kumalilwa P.O. Box 22051 Dar es Salaam	2500 shares	<i>[Signature]</i>
TOTAL	5000 shares	

Dated at Dar es salaam this 8th day of October 2013

Witness to above signature

Name : CECILIA NSHIKU
 Signature : *[Signature]*
 Postal Address : 35191 Dsm
 Qualification : ADVOCATE



Certified as True Copy of the Original
 Sign: *[Signature]* Date: 19/10/2013
 VICTORIA LIBERATE MLEOH
 Advocate, Notary Public & Commissioner for Oaths