

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

RURU COMPANY LIMITED

(As amended as per shareholders' circular resolution dated 27th August 2019)

Incorporated atthis.....day of.....2008

Drawn by:

Gosbert G. Rugimbana
(subscriber)
P.O.BOX 6864
DAR ES SALAAM.

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
AMENDED
MEMORANDUM OF ASSOCIATION
OF
RURU COMPANY LIMITED

1. The name of the company is “RURU COMPANY LIMITED”
2. The registered office of the company will be situated in Tanzania.
3. The objects for which this company is established are;-
 - a) To carry on the business of clearing and forwarding agents, freighter, transporters, commission agents, haulers, custom bounded warehouse and godown keepers, cargo and travel and travel agents, insurance agents, tourist agents, manufacturers’ representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters, by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
 - b) To carry on the business of general carriers and traders of goods, mails, passengers, cattle and public and private conveyors by land, water or air, haulers, haulage contactors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.
 - c) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprise whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
 - d) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
 - e) To carry on the business of carpeting, training college, interior designers, contractors and decorators, curtain and sofa set makers, woodwork and furniture dealers and

makers,woodwork and furniture repairs and dealers in household,hotel,hospitals,public residentially and office,camping and gardening furniture,fixtures and fittings and furniture requisites,utensils and trimmings,vehicles,carriage, boat ship,aircraft and rocket furniture fixtures and to publish and sell all types of journals in relation to furniture and woodwork in the United Republic of Tanzania.

- f) To carry on the business of importers, exporters, buying selling, dealers in building materials,hardware,sanitary-ware,wall papers,roofing tiles,flooring tiles,supplying industrial equipment's, agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine, shop, nickel plating, electric plating, making steel windows doors frames and roof tresses.
- g) To carry on the business as architectural and planning in interior designs, consultants and supervisors in interior designs, manufacturers, importer,fitters, installers, distributors and merchants of and dealers in window frames, doors, and furniture equipment including drought-excluding meat strips, building constructors whether of wood or metal works or any other building materials, offices factories, painters and decorators.
- h) To engage in and or otherwise carry on the business of consultancy on matters related to environmental protection and engagement, financial management, sanitary services, super cleaners, removal treatment contractors, rural, urban and community centers cleaners, landscapers to be professional sanitary services contractors, promoters of health services in governmental departments, offices, companies, public or private institutions, individual and any other organization all over the world.
- i) To carry on the business of mechanical engineering, electrical engineering, electronic telecommunication engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, component or system, to act as manufacturer's representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.
- j) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- k) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- l) To carry on the business of and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.

- m) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share, debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self-propelling vehicles and all types of property whatsoever.
- n) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, exercise develop and turn to account mines and mining rights and any undertaking connected therewith.
- o) To carry on the business of manufacturers, assemblers, installers, maintainers and dealers in all electronic and telecommunications equipment, devices and accessories and to buy, build, establish and maintain factories, workshops and warehouses for maintenance and enabling the company to carry on the above objects successfully.
- p) To carry on the business of mechanical engineering, electrical and electronic engineering, to install, supply, design, manufacture, assemble, repair any electrical and electronic apparatus, component or system, to act as consultant , manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, purchase or otherwise dealing in all kinds of mechanical, electrical and electrical and electronic system.
- q) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- r) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construction, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- s) To carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media and to undertake advertising and promotional campaigns of every nature.

- t) To carry on the business as owners and managers of radio stations and television networks and programmers, to deal as programmes producers and radio and television broadcasters.
- u) To carry on the business of printers of newspapers, books, journals and cards of all kinds and descriptions.
- v) To carry on the business as importers, exporters, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipment, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets ,hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- w) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- x) To promote tourism in Tanzania and elsewhere in Africa, to carry on the business of travel and tourist agents and tour operators, to promote facilitate travelling to organize hunting, tented camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kinds.
- y) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers purchasers and partners.
- z) To engage in advertising, marketing, consultancy, promotion, telecommunication equipment and contractual jobs regarding cellular operations services and surveys, professional publishers, producers of newspapers, bulletions, journals, periodicals, magazines, programmers, advertisements, to be promoters and financers of publicity and/or publications, newsagents, to offer and or render communication services, transportation facilities, telephones, telex, telefax, audio visual films, to be news collectors, editors, disseminators, television, radio broadcasting, buyers, sellers, importers, distributors, suppliers of all kinds of photographic equipment, promoters,

financiers and participants in either industrial commercial projects both nationally and internationally.

- aa) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belongs to the company.
- bb) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stocks, in trade and real or personal property of any kind.
- cc) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- dd) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- ee) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- ff) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- gg) To do all or any of the above things in any part of the world and either principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- hh) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of the shares of securities of the company credited and paid in full or in part, otherwise.
- ii) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- jj) To lend money on any terms that may thought fit, and particularly to customers or other persons or corporations having dealing with societies and to give any guarantees that may be expedient.
- kk) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

- ll) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
- mm) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- nn) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- oo) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- pp) Other credit granting this class includes; financial service activities primarily concerned with making loans by institutions not involved in monetary intermediation, where the granting of credit can take a variety of forms, such as loans, mortgages, credit cards etc., providing the following types of services: granting of consumer credit; . international trade financing; provision of long-term finance to industry by industrial banks; money lending outside the banking system; credit granting for house purchase by specialized non-depository institutions; pawnshops and pawnbrokers.

And it is here by declared;-

The word “company” in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent object, and the accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs of the name of the company but may be carried out in as full and ample a manner and construed in as wide as sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the company is Shillings 30,000,000/= divided into 1,000 shares of Shillings 30,000/= 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 there to respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by 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 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.

Name, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
GOSBERT GEORGE RUGIMBANA P.O.BOX 6864 DAR ES SALAAM	350	SIGNED
LADISLAUSE GEORGE RUGIMBANA P.O.BOX 6864 DAR ES SALAAM	350	SIGNED

Date at Dar es salaam this 11th day of March 2008

Witness to the above signatures:

Name : Revocatus M. Mganga

Signature : SIGNED

Postal Address : P.O.Box 22286 DSM

Qualification : ADVOCATE