

**THE COMPANIES ACT  
CAP 212 OF 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**MILLENNIUM ENGINEERS  
ENTERPRISES LIMITED**

**DRAWN BY:**

**DIANA STEPHEN MBOGO**

**(Subscriber)**

**P.O. BOX 10412**

**DAR ES SALAAM**



26.10.2016

TANZANIA  
Stamp Duty Shs. 500/- of  
PAID ON ORIGINAL  
Receipt No. 66070 of 8/10/16  
Sta. up Duty Officer

# THE COMPANIES ACT CAP. 212 OF 2002

## COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION

OF

### MILLENNIUM ENGINEERS ENTERPRISES LIMITED

Certified True Copy of The Original  
FRANK PHILEMON MILA  
Advocate Notary Public & Commissioner  
For Oaths  
25.10.2016

TANZANIA  
Stamp Duty Shs. 500/- of  
Receipt No. 66070 of 8/10/16  
Asst. Registrar of Companies

1. The name of the Company is **MILLENNIUM ENGINEERS ENTERPRISES LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The purpose for which the Company is established is to carry on business as a general commercial company pursuant to section 7 of the Companies Act No. 12 of 2002 and without limitation to:
- 3.1 To carry on the business which is now carried on under the name and style of *Millennium Engineers Enterprises* and all its liability;
  - 3.2 To engage in business of production and distribution of renewable energy such as solar energy, wind turbine energy and bio energy,
  - 3.3 To engage in consultancy and research on the in relation of all kind of renewable energy through collaboration with different partners and stakeholders.
  - 3.4 To carry on trainings on renewable energy, engineering and electric and energy in general to the general public.
  - 3.5 To engage in business of manufacturing, repairing, selling and supply of renewable energy equipments.
  - 3.6 To act as public relation company on the matters involve renewable energy and energy at large.
  - 3.7 To engage in engineering works of different description including civil engineering, environmental engineering, electronics, information technology, mechanical, electrical, chemical process and automobile engineering;
  - 3.8 To provide a technical and advisory service for users and potential users of renewable energy and energy in general.

CERTIFIED TO BE TRUE

COPY OF THE ORIGINAL

ADVOCATE NOTARY PUBLIC  
FRANK PHILEMON MILA  
16/10/2016

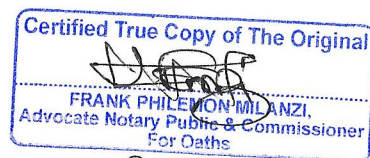
- 3.9 To sell, exchange, lease, mortgage, charge or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Directors of the Company may think fit and, in particular, for shares, stock, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- 3.10 To purchase, take on lease or in option or otherwise acquire any land or any other rights over or under any land, and any licenses, concessions, monopolies, exclusive rights and/or privileges in any part of the world.
- 3.11 To design, manufacture, import, export and deal in any materials, articles, components or equipment, and to provide any services, which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it.
- 3.12 To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- 3.13 To purchase or by any other means acquire any property or interest and any rights privileges or easements over or in respect of any property.
- 3.14 To enter into working arrangements of all kinds with other companies, corporations, firms, or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part or any other arrangements with other companies corporations firms or persons.
- 3.15 To carry on any other business, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- 3.16 To purchase, take on lease or in exchange, hire or otherwise acquire, any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- 3.17 To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, trademarks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights, or information so acquired.
- 3.18 To act as agents, or brokers, and as trustees for any person or company and to undertaken and perform sub-contracts and to do all

or any of the above things in any part of the world and either as principals, agents trustees, contractors, or otherwise and either alone or jointly with others, end either by or through agents, sub-contractors, trustees or otherwise.

- 3.19 To do all such other things 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" save when used in reference to this Company, in this clauses shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a 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 authorized share capital of the Company is **Tanzanian Shillings Five Million Only (Tshs 5,000,000)** only divided into **Five Thousand (5,000)** ordinary shares of **Tanzanian Shillings One Thousand (Tshs. 1,000)** each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.



26.10.2016

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 numbers of shares in the capital of the company set opposite our respective names.

| Names, Postal Address and Occupations of Subscribers      | Number of Shares taken by each Subscriber | Signature of Subscribers  |
|---|---|---|
| Diana Stephen Mbogo<br>P.O.BOX 10412<br>DAR ES SALAAM     | 700                                       |  |
| Victoria Japhet Marandu<br>P.O.BOX 10412<br>DAR ES SALAAM | 300                                       |  |
| Total Subscribed Shares                                   | 1,000                                     |   |

CERTIFIED TO BE TRUE  
 COPY OF THE ORIGINAL

DATED this 31 day of May, 2016

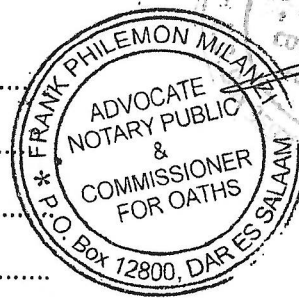
WITNESS to the above Signatures:

Name: FRANK MILEMBA

Signature: 

Postal Address: 12800 DAR ES SALAAM

Qualification: ADVOCATE



TANZANIA  
 Stamp Duty Shs. 2000/-  
 PAID ON ORIGINAL  
 Receipt No. 66570 of 31/05/16  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Stamp Duty Officer

**THE COMPANIES ACT,  
 CAP. 212 OF 2002**  
 \_\_\_\_\_  
**COMPANY LIMITED BY SHARES**  
 \_\_\_\_\_  
**ARTICLES OF ASSOCIATION**  
 OF

Certified True Copy of the Original  
 FRANK PHILEMON MHLA  
 Advocate Notary Public & Commissioner  
 For  
 28.10.2016  
 Stamp Duty Shs. 2000/-  
 Receipt No. 66570 of 31/05/16  
 \_\_\_\_\_  
 Asst. Registrar of Companies

**MILLENNIUM ENGINEERS ENTERPRISES LIMITED**

1. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

CERTIFIED COPY OF THE ORIGINAL  
 Interpretation  
 NOTARY PUBLIC  
 16/06/2016

| WORDS          | MEANINGS   |
|----------------|--|
| The Act        | The Companies Act, Act No. 12 of 2002, and every other enactment for the time being in force concerning companies and affecting the Company.   |
| These presents | These Articles of Association, as now framed, or as from time to time altered by Special Resolution.   |
| Office         | The Registered Office of the Company.  |
| Seal           | The Common Seal of the Company.  |
| Month          | Calendar month.  |
| Year           | Calendar year.   |
| Writing        | Unless the contrary intention appears, "writing" shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. |

The expressions "Debenture" and "Debenture holder" shall include "Debenture Stock" and "Debenture Stockholder", and the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid any words or expressions defined in the Act shall, if not

inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing males shall include females.

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

- (a) the right to transfer shares is restricted in manner as hereinafter prescribed. *Private Company*
- (b) the members of the company (exclusive of persons who are in the employment of the Company) is limited to fifty, **PROVIDED THAT**, where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- (d) the Company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL

3. The authorized share capital of the Company is **Tanzanian Shillings Five Million Only (Tshs 5,000,000)** only divided into **Five Thousand (5,000)** ordinary shares of **Tanzanian Shillings One Thousand (Tshs. 1,000)** each.

*Share Capital*

#### LOANS BY THE COMPANY

4. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except as authorized by the Act, give any financial assistance for the purpose of or in connection with any purchase of share in the Company.

*Company's own shares not to be purchased*

#### RIGHTS OF SHARE HOLDERS

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following Article) any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Act the Company may issue Preference Shares which are, or which at the option of the Company are to be, liable to be redeemed.

*Issue of shares subject to special conditions*