

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

DODOMA MILLERS COMPANY
LIMITED

Incorporated at.....thisday of.....2017

DRAWN BY:
ADAM PHILEMON MOLLEL
(SUBSCRIBER)
P.O. BOX 11809
ARUSHA

5000/-
364885 19/10/17
[Signature]

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

2500/-
364885 19/10/17
[Signature]

OF

DODOMA MILLERS COMPANY LIMITED

1. The name of the company is "DODOMA MILLERS COMPANY 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 the industry and business of milling maize, rice, wheat producing, packing, repackaging, importing, exporting, marketing of all kinds of edible oils, cooking fats margarine and bye-products thereof, to carry on the business of Flour mills, milling, packing of all kinds of species, salt, chemicals including industrial chemicals and all products. To extract , process, refine, distil, conserve, manufacture and general deal in, and all kinds of soaps, detergents, soap chips, all kinds of oil, fats, fatty acids, oleaginous and fatty substance, all kinds of unguents and ingredients and all products of the same.
 - (b) To carry out the business of milling, selling, buying, distributing, exporting, importing, extracting and/or processing maize, rice, wheat, gram, cassava, millet, sorghum, groundnuts, beans, oil-seeds or other cereal or seeds or roots to get flour, cooking-oil, animal feeds and/or other consumable products therefore.
 - (c) To carry on the business of processing mills, buying, packaging and selling of sunflower oil, coconut oil, squash oil and other consumable products therefore.
 - (d) To carry on the business of buying, processing, packaging and selling of cereals.
 - (e) To enhance better production of cereals products.
 - (f) To carry on the business as general buyers, exporters of agricultural crops, aquaculture and products, such as cereals, coffee, tea, sisal, cotton, beans, cashewnuts, peanuts, cowpeas, yellow gramm green monks and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
 - (g) To carry on business farming, agriculture of any variety crops like cereals, rice, maize, millet and buy and sell variety of Fruits what is to say bananas, tomatoes, lemons, oranges, mangoes, papayas, papaw,

pears, pineapples, tangerines, strawberries and other variety of fruits whatsoever. , to undertake the cultivation farming of buying and selling vegetables like cabbages, carrots, cucumber, spinach, tomatoes, unions and any other vegetable the company may elect all the country or abroad.

- (h) To acquire, take over, promote, establish, engage in and carry on the business of professional farmers, planters, harvesters, sprayers, seed growers, sellers, buyers, general merchandise and commodities, coffee, instant coffee, raw coffee, cocoa, green peas, foods and cash crops, maize, tea, rice, beans, wheat, tobacco, leather products leather goods, glaziers, breeders of and dealers in livestock, market gardeners, arboriculturists, agriculturists, horticulturists and dairymen, vegetable oils extracts, poultry and beekeepers, and any other trade or businesses in connection with floriculture, arboriculture, agriculture or horticulture.
- (i) To carry on the business as importers, exporters, suppliers, distributors general merchants, sellers, buyers, worldwide traders, wholesalers, retailers, dealers in goods, stores, consumable articles, general merchandise and commodities, sugar, maize, tea, rice, jute, bags, corn, beans, wheat, sisal, hides, leather products, leather goods, beeswax, honey, simsim instant coffee, raw coffee, coconuts and coconut products, green peas, food and cash crops including livestock farming of every kind.
- (j) To carry on the business of trading of agricultural products and as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (k) To carry on all any of the trades or business of millers, merchants, warehousemen, manufacturers, preservers, processors, packers, importers, exporters, brokers and dealers of animal feeds, cereals and animal feeds ingredients and to carry on the promotion, formulation, market research in animal feed quality and standardization of such feeds.
- (l) To carry on the business of manufacture, process, mix all type of animal feeds, distribution and storage of animal feeds, cereals and animal feeds ingredients and to export and import all types of animal feeds, animal feeds ingredients and cereals.
- (m) To develop, turn to account any land acquired by or in which the company is interested, and in particular by preparing the same for farming purposes, planting, paving, drawing farming, cultivating for letting, and by advancing money to and entering into contracts,

arrangements of all kinds with millers, farmers or growers of cereals and others.

- (n) To establish and own manufacturing industries for the production of animal feeds of all kind and description and carry out any business connected thereon.
- (o) To carry on the business of industrial manufacturing of cooking oil, to establish, run, and/or own a refinery for manufacturing the same and to engage in all business connected with refining cooking oil in all ways whatsoever.
- (p) To enhance better production and marketing of sunflower oil, coconuts oil and squash oil products and to cultivate, farm land or otherwise to be planters of oil seeds of all kinds and description.
- (q) To carry on the business of processing mills, buying, packaging and selling of sunflower oil, wheat oil, coconut oil, squash oil and other consumable products therefore.
- (r) To carry on the business of farming sunflower, coconuts, squash and cashew nuts, harvesting and processing, parked, selling, and export and import.
- (s) To engage in and carry on business of buying, selling, processing cashew nuts, cultivate , grow, prepare for market sunflower, cashew nuts, coffee and food crops of all kinds as well as vegetables, dairy or mineral products and to dispose of, sell or deal in any such produce either in its raw or in its manufactured or processed state.
- (t) To establish and carry on the business of ranching and keeping cattle, sheep, goats, poultry, bee products game, fish, prawns and other livestock of every description, and to sell, breed, export, import, improve, prepare, deal and trade in stock of every description whether live or dead and generally to carry on the business as fisherman, cow-keepers, farmers, millers and market gardeners, and as manufacturers of all kinds.
- (u) To carry on the business as ranchers, breeder of animals of all kinds as dairy, poultry and ostrich, farmers and as ranchers, breeder of animals of all kinds , as dairy, poultry farmers and as millers, grazers, gardeners seed growers and fruit preservers.
- (v) To engage in farming, ranching, crocodile farming, cattle raring, animal husbandry, stock raising, agriculture and veterinary activities, to deal in all activities involving farming, ranching and rearing of livestock, poultry and/or animal husbandry and any business associated with farming horticulture, dairy-products manufacture and the like.

- (w) To acquire land by purchasing, lease or otherwise for livestock and agricultural use and other investments purposes, and develop the land into livestock keeping chicken, broiler, farming or animal fattening farms, paddy rice farms, wheat farms, cotton farm, sesame seed farms, aloe Vera plantations, oil palm plantations, coconut plantations, cashew nuts plantations, and into any other crop farms and plantations and engage in livestock processing to produce export quality meat and other various livestock products, and engage in agro-processing to produce export quality rice, cotton lint, edible oils, all kinds of flours, cashew nuts, beekeeping, bio-fuels, and any other product from the farms, the plantations and from any other crop.
- (x) To stock such lands tenements and hereditaments and to breed, grow and deal in all kinds stock, cattle, sheep and poultry and agricultural produce including coffee, tea, pyrethrum, fruits, vegetable or any other crop at the desecration of the Directors.
- (y) To purchase and sell livestock, poultry and agricultural and animal produce of all kinds, both wholesale and retail.
- (z) To carry on the business of buying and selling of bakery ingredient equipments and accessories such as bread improvers, muffin mixes, biscuit mixes, seeds, glazes, preservatives, food chemical, special bread and roll mixes, fillings and topping, flavors, chocolates, colours, yeast, icing sugar, castor sugar, custard, pastry and margarines, tin greasing emulsions, oven gloves, piping bags, muffin cups, nozzles, cake moulds, stands, boards, aluminum foils and silicon papers.
- (aa) To conduct baking training and demonstrations to our customers and general public on how to use and apply bakery ingredients to make good quality bakery products.
- (bb) To carry on the business and trade as manufacturers, bakers and confectioners, to own, manage, run a bakery and deal in the selling and distribution of all types of baked foods, biscuits, bread, cakes, pies, meet, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.
- (cc) To operate the business of bakery to produce bakery products for sale.
- (dd) To offer bakery consultants services for the manufacturing of bakery ingredients and bakery products.
- (ee) To manufacture various types of quality bakery ingredients and related products such as bread improvers, bread and roll mixes, pastry and margarines, sugar, oils, fat, fortified and nutritional food products, ice cream, food colours, toppings, fillings and preservatives.

- (ff) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time determined by the Company.
- (gg) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, 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.
- (hh) To carry on the business as transporters of cows, goats, sheep and all other animals, to be canners, packers and preservers of meat and meat products, meat salesmen, breeders and dealers in live-stock, farmers, manufacturers of and dealers in cheese, butter, cooked meat and sausages, dairyman dealers and merchants, bacon curers, factors and merchants, cheese monger, fish mongers, poultry and general provision merchants.
- (ii) To carry on the business as transporters, dealers, exporters and importers of meat, meat products and similar foodstuffs and whether carcass meat or in tins or other containers and to buy and sell and generally deal in the same by wholesale or retail and generally to carry on the trade of buyers, sellers and dealers in meat and poultry and similar commodities in all branches of such businesses.
- (jj) To carry on business as importers of milling machine, equipments, tools, plant and repairing and servicing of the same.
- (kk) To carry on the business as exporters, traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in business of agricultural machinery, ginneries machinery, implements, equipment and all kinds of industrial projects machinery.
- (ll) To operate the business of selling farm implements, spare parts for tractors and industrial spare parts in Tanzania and in the East African region. Be an agent of spares, hardware, electrical materials and deal in import and export of cereals timber and all types of farm products in

Tanzania and in the East African Region. To enter into contracts with foreign firms and companies within the East African region in all issues connected to the business of farming and agricultural spare parts. Farm implements, computers hardware spare, animal food stock, and drugs for animals.

- (mm) To carry on the business of manufacturing of agricultural chemicals such as insecticides, fertilizers and all types of chemicals.
- (nn) To import or otherwise acquire machinery, plants, equipment, power units tins jars and any other utensils for the canning and preserving of fruits and vegetables and in general to carry on the business as diary farmers, milk market gardeners and millers and manufactures of all kinds of condensed milk, jams, pickles, twinned vegetables and preserved provisions of all kinds.
- (oo) To manufacture, sell, buy, import, export and process all kinds of textile and garments and apparels including shirts, trousers, dresses, hoseries, underwears, outwears, head gears and all other textiles piece goods of any other description.
- (pp) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise and more particularly boots, shoes and all kinds of footwear whether made of leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- (qq) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (rr) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, printing, timber, fishing gears, paints, corrugated iron sheets, hinges,

screws, iron mongery, all kinds of ready made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods.

- (ss) To carry on business of timber and sawmill proprietors, tree fellers, woodworker, joiners, carpenters, wood and timber merchants, wood work contractors and to buy, sell prepare for making , import , export and deal in tree logs, hardboards, soft boards, timber building materials, plywood, softwood, moldings, wooden, plastics and metal goods and products of all kinds fiberboard, paper string, ropes, French polish, tools, tools of all kinds and manufacture steel doors steel windows, steel gates, wooden furniture and deal in furniture and generally to deal in articles of all kinds in manufacture of which timber in wood is used.
- (tt) To carry on the business as general traders, importers and exporters of building materials, hardware, bricks, tiles, corrugated iron, metal materials, machines and materials for road, rail making and other related equipments for building purposes of all kinds.
- (uu) To carry on the business as dealers and traders of all kinds of electric goods and equipment and to facilitate, import and export of all electrical commodities and equipment, spare parts of all kinds and to become general registered dealers in all kinds of electrical appliances and apparatus also carry on the business of mechanical and electrical engineering, to design, manufacture, assemble, repair any communication equipment, electrical and electronic apparatus, To carry on the trades or business of making, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, television sets, recording instruments and electronics, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.
- (vv) To carry on business of printing, advertising media, media communication radio media, television media and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, music solution, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, corporate sponsorship, printing of marketing material, 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.
- (ww) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to 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.
- (xx) 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, belong to the company.
 - (yy) 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, stock, in trade and real or personal property of any kind.
 - (zz) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling 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, harbouring, transporting, wildlife and marine products of all kind.
 - (aaa) To carry on business as proprietors and operators of lodges, hotels, restaurants, camps, leisure facilities, motels, refreshment and tea rooms, cafes, and milk and snake bars, beerhouses, and lodging housekeepers, wine, beer and spirit merchants and as restaurants caterers and catering contractors, construct, own gambling premises, gaming casinos and to enter into or carry into effect agreements with any government or other authority, supreme, municipal, local or otherwise of with other person or company relating to the operational executive or other field of the Company or the use of immovable property or other facilities at the disposal of the Company or for other purpose for which the Company is equipped or considers necessary, to equip and furnish any property for the purpose of letting it to visitors or guest, whether in rooms suite, tents, chalets, cottages, moveable structures or otherwise.
 - (bbb) To manufacture, process, make, manipulate, refine, buy, sell, import, distribute, and deal in beauty products, cosmetics and perfumes of all kind and description, in particular but without prejudicing or limiting the generality of the foregoing, perfume sprays and applications, make ups, body creams, oils and ointments, skin care preparations and lotions, polishes, vanishes, talcum and other preparations.
 - (ccc) securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
 - (ddd) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to

advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.

- (eee) 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.
- (fff) 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.
- (ggg) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (hhh) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (iii) 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 in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (jjj) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (kkk) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (lll) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (mmm) 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.
- (nnn) 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.



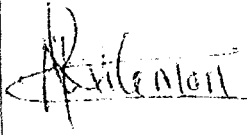
- (ooo) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ppp) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (qqq) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (rrr) To obtain any provisional order, or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (sss) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ttt) 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.

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 1,000,000,000/= divided into 10,000 shares of Shillings 100,000/= 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, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

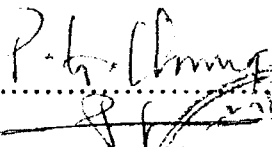
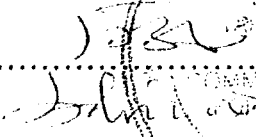
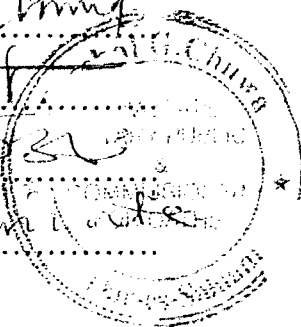
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ADAM PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	3000	
AMANI PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	2500	
NUHU PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	2500	

Dated at.....Arusha.....this.....29.....day of.....Sept.....2017

Witness to the above signatures:

Name :
 Signature :
 Postal Address :
 Qualification :

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

DODOMA MILLERS COMPANY LIMITED

PRELIMINARY

1. In these 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 shall 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 in addition to substitution shall be the regulations 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 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.

TRANSFER OF SHARES

3. The Directors may in their direction 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 clauses 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 of any 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 trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives 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 the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and 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 of 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 to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) 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 members of the company holding three - fourths of the issued 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 four in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. ADAM PHILEMON MOLLEL
 - 2. AMANI PHILEMON MOLLEL
 - 3. NUHU PHILEMON MOLLEL
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 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 every 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 have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

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 respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors 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 condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. 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 any shares whereupon there is any liability.

ALTERNATION OR ADDITION



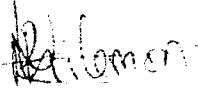
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles 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 Articles or the Act, such differences shall (unless a 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. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ADAM PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	3000	
AMANI PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	2500	
NUHU PHILEMON MOLLEL P. O. BOX 11809 ARUSHA	2500	

Dated at: Dzim this 29 day of Sept 2017

Witness to the above signatures:

Name :

Signature :

Postal Address :

Qualification :

