

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

RABININSIA MEMORIAL HOSPITAL LIMITED

1. The name of the company is “**RABININSIA MEMORIAL HOSPITAL 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 acquire and take over as a going concern the business carried on under the name and style of **RABININSIA MEMORIAL HOSPITAL**. Together with its assets and liabilities.
 - (b) To engage in or otherwise to carry on the business of providing health care services, own and running and hospitals, offering curative and preventive services, provide accommodation for treatment and care of all persons who by reason of any illness disease, disability, accident, or otherwise are in need of same and also to provide proper medical attendance nursing, food, medicine and drugs and all this and appliances of a medical, surgical, pharmaceutical, sanitary or other.
 - (c) To build, own and operate hospitals, dispensaries, diagnostics centers, dental clinics, maternity homes clinics, heat treatment centers and offices for lease or otherwise.
 - (d) To engage in and carry out the business of proprietors and manager of hospitals, dental clinics, dispensaries, maternity clinics, cafes, restaurant motels, health schools, apartment, housekeepers, refreshments and tea rooms, milk and snack bars, and to provide food and catering.
 - (e) To engage in and or otherwise carry on the business making medical surgical, oalapaedic and rehabilitation, Aid products, scientific medical supplies and professional medical service providers services, medical tools and apparatus, to carry on or otherwise engage in the business of manufacture, selling pharmaceuticals, medical equipment, laboratory equipment, organize market survey into the supply of medicines, equipment, surgical instruments and any type of equipment which may be used to enhance the foregoing objects, maintaining diagnostic laboratories, Diagnostic kits, medical service consultants all businesses and trades incidental, analogous, similar thereto, required to be or capable of being carried on in conjunction therewith.
 - (f) To carry on the business as importers, exporters, market and dealers in supplying surgical instruments appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to make and deal in all requisites for hospitals, patient and invalids.

- (g) To carry on business as manufacturers, processors, refiners, manipulators, distributors, buyers, sellers, importers, exporters, and dealers in pharmaceuticals, medicinal, antibiotic, bacteriological and immunology preparation of all kinds and description.
- (h) To carry out on the business of selling human medicines as wholesalers and retailers, to open pharmaceutical stores in any part of the country, importing and selling locally all types of medicine equipments, laboratory equipments and all types of hospital supplies including surgery equipment.
- (i) To engage in and or otherwise carry on the business of professional health cares, super health practitioners and general consultants in health administration, promoters of safety measurers, importers, suppliers, distributors, wholesalers, retailers, and suppliers of bulky and/or specific human and animal medicines, to own and run pharmaceutical industries and act as representatives for manufacturers of all types of Medicare products, cosmetics, Hospital chemicals, equipment and utilities, own and run Hospitals. Medical colleges and Tropical disease research centers, develop and produce all types of human and animal medicines using naturally raw materials, chemicals.
- (j) To be general investors and erect all kinds of hospitals to provide all kinds of Radiology, Ultrasonography Dental and Laboratory services including ECG, CT SCAN, EEG Physiotherapy and arteriography.]
- (k) To carry on the business of general traders suppliers, general merchants, stockists, importers, exporters, wholesalers, retailers and dealers in all types of pharmaceutical products.
- (l) To provide facility for the study of, and training in the principles, procedures and techniques of health care and other programs related with Health and management and administration.
- (m) To conduct training leading to recognized professional, degree, diploma, certificate and sub professional qualifications in health.
- (n) To engage in research into theoretical, operational and organizational problem and training needs in management, and administration within the united republic and to evaluate the results achieved by the health training programs of the college.
- (o) In cooperation with public authorities and other organization, to engage in any other health educational activity which in the opinion is necessary expedient or conducive or conducive for the promotion of business and management within and outside united republic of Tanzania.
- (p) To sponsor, arrange or provide facilities for conference and seminars.
- (q) To own and run Schools and health colleges by conducting professional examination and grant professionals knowledge by enabling students to develop a scientific point of view of health with reference to traditional and modern concept of health, identify health problems and understand their own role on health to medical agencies in meeting those problems, arrive at suitable conclusions based on scientific knowledge

and take action as an individual member of the family and community for protecting maintaining and promoting individual and community health, and to enable the students to set an example of desirable health behavior.

- (r) To carry on the business as principals, agents or manufacturers representatives, importing, exporting, buying, and selling distributing of new drugs.
- (s) To carry out the business of wholesale and retail Pharmaceutical Chemists and druggists and of the dispensing of medicines. To carry on the business of manufacturing chemists and druggists.
- (t) To engage in and or otherwise carry on the business of professional health care's, super health practitioners and general consultants in health administration, promoters of safety measures, importers, suppliers, distributors, wholesalers, retailers, and suppliers of bulky and/or specific human and animal medicines, to own and run pharmaceutical industries and act as representatives for manufacturers of all types of Medicare products, cosmetics, Hospital chemicals, equipment and utilities, own and run Hospitals. Medical colleges and Tropical disease research centers develop and produce all types of human and animal medicines using naturally raw materials, chemicals.
- (u) To carry out on the business of selling human medicines as wholesalers and retailers, to open pharmaceuticals stores in any part of the country, importing and selling locally all types of medicine equipments, laboratory equipments and all types of hospital supplies including surgery equipment.
- (v) To carry out on the business as suppliers, importers, exporters, market and dealers in laboratories and medical equipment, surgical instruments appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to make and deal in all requisites for hospitals, patient and invalids.
- (w) To attain health education, maintain and improve standards of health education in Tanzania, to establish, develop and health studies, mission studies, colleges, universities and health vocational schools in Tanzania for the purpose of propagating knowledge, to establish professional cooperation and coordination with other similar national and international health institutions in the initiation and conduct of cooperative programmes for the mutual benefit of the cooperating institutions.
- (x) To provide the business of travel agents, tour operators, tourist agents and contractors, insurance, forwarding and general agents, aircraft and ship owners, charters, hotels, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureau and baggage transport and arranging and operating tours.
- (y) To carry on the business of air ticketing, air booking, sea ticketing, train and bus ticketing and booking, to promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel, tourist agents and tour operators, cultural tourism, car rental/hire, hotel bookings, promote facilitate traveling to organize hunting, tented-

camp, 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 kind.

- (z) To carry on business as safari contractors, organisers and operators, and to equip, organise and arrange hunting, photographic, cinematic, exploration and cinematographic expeditions and generally to organise and provide facilities for tourist safari adventures of every kind including but not limited to game, fishing, river canoeing, kayaking, and other safaris and expeditions of every description, photographers, suppliers and caterers for hunting, fishing, photographic, sight seeing and other expeditions whatsoever.
- (aa) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (bb) To engage in mountain climbing guide services and to provide the business of tour operators, tourist agents and to facilitate packaged safaris for hunters and other tourists and travelers by way of through tickets, travel facilities and equipments, sleeping cars or berths, reserved places, hotel, lodging or camping accommodation and by way of provision of other conveniences such as hunting or tour guides, inquiry bureaus, communication facilities, baggage transport or otherwise.
- (cc) To deal in opening and running leisure parks, bike cycling, play grounds, adventure safaris (trips) sports events, clubs organisation and management, organising sports, galas competition, gymnasium centres, Aerobics steps classes, fitness fit, jogging, weightlifting clubs and all sorts of sport within.
- (dd) 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.
- (ee) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises 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.
- (ff) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes,

batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

- (gg) To engage in and carry out the business of proprietors and managers of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (hh) 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, excise develop and turn to account and mining rights and any undertaking connected therewith.
- (ii) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of selling second hand clothing, used and new shoes, new clothes and shoes, belt, textile materials, tie and dye, boutique, bags, flowers, dresses of types and description whatsoever.
- (jj) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, 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.
- (kk) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, values, 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.
- (ll) 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.

- (mm) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (nn) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries food and shops of all kinds and description and generally to deal with such activities.
- (oo) To carry on the business 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.
- (pp) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade, and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, commission agents, business consultants, market research consultants, business transfer agents, company promoters, underwriters, financiers and bill brokers, del-credere agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.
- (qq) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (rr) 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.
- (ss) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (tt) 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.

- (uu) 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.
- (vv) 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.
- (ww) 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.
- (xx) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (yy) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (zz) 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.
- (aaa) 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.
- (bbb) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ccc) 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.
- (ddd) 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.
- (eee) 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.
- (fff) 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.
- (ggg) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

- (hhh) 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.
- (iii) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- (jjj) To carry on the business as general buyers and sellers of agricultural products, such as maize, millet, rice, tobacco, coffee, tea, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame etc and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufacturers of the above.
- (kkk) To carry on the business of farming in large and small scale. To promote marketing of agricultural and improve small scale farmers, to fight poverty and to educate them on good farming practices so that they get good harvest and improve their life standards.
- (lll) To carry and promote and trade or business of farm and agricultural chemicals, inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to sell, buy, supply, distribute whether in retail or wholesale farm implements and tools, chemicals, animals feeds, fertilizer, insecticides, fungicides, growth stimulants, agro seeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (mmm) To import, export, buy, sell and deal in all kinds of agricultural machinery, equipments, plants, implements, tools and accessories, manures and insecticide use in connection with or required for animal husbandry or agriculture.
- (nnn) To carry on the business of horticulture consultancy services and to supply horticultural inputs, horticulture production and marketing raining.
- (ooo) To carry on the industry and business of milling and selling of maize, millet, grains, rice, 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.
- (ppp) To carry on the business as general food industry, 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.

- (hhh) 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.
- (iii) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- (jjj) To carry on the business as general buyers and sellers of agricultural products, such as maize, millet, rice, tobacco, coffee, tea, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame etc and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufacturers of the above.
- (kkk) To carry on the business of farming in large and small scale. To promote marketing of agricultural and improve small scale farmers, to fight poverty and to educate them on good farming practices so that they get good harvest and improve their life standards.
- (lll) To carry and promote and trade or business of farm and agricultural chemicals, inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to sell, buy, supply, distribute whether in retail or wholesale farm implements and tools, chemicals, animals feeds, fertilizer, insecticides, fungicides, growth stimulants, agro seeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (mmm) To import, export, buy, sell and deal in all kinds of agricultural machinery, equipments, plants, implements, tools and accessories, manures and insecticide use in connection with or required for animal husbandry or agriculture.
- (nnn) To carry on the business of horticulture consultancy services and to supply horticultural inputs, horticulture production and marketing raining.
- (ooo) To carry on the industry and business of milling and selling of maize, millet, grains, rice, 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.
- (ppp) To carry on the business as general food industry, 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.

- (qqq) To carry on business of deep-sea fishers, fishers, exporters and importers and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish prepares, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lightermen, iron and brass founders, and metal and alloy makers, smelters, refines and workers, engineers, joiners, shipwrights, millwrights and woodworkers.

And it is hereby declared that:-

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 objects, and 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 paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a 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 5,000,000,000/= divided into 100,000 shares of Shillings 50,000/= each.

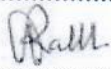
The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

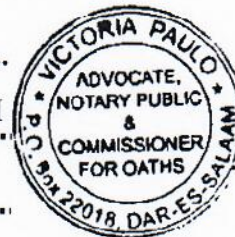
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| Names, Addresses, and Description of Subscribers. | Number of shares taken by each Subscriber | Signature |
|---|---|---|
| ELISANIA LUWANDO LEMA P. O. BOX 67497 DAR ES SALAAM | 50,000 |  |
| REINHARD ELISANIA LEMA P. O. BOX 67497 DAR ES SALAAM | 20,000 |  |
| JEANINE ELISANIA LEMA P. O. BOX 67497 DAR ES SALAAM | 20,000 |  |

Dated at DAR ES SALAAM this 04th day of June 2021

Witness to the above signatures:

Name : VICTORIA PAULO
Signature : 
Postal Address : P.O.BOX 22018 D'SALAAM
Qualification : ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
RABININSIA MEMORIAL HOSPITAL 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.

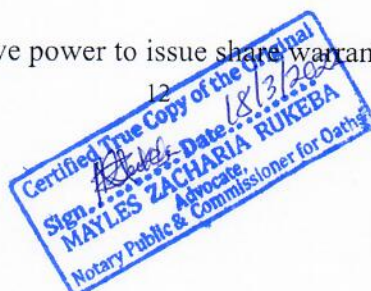
Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

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 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 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 refuses 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, starting 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.

GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

5. The Regulation of Companies Act shall apply 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.

DIRECTORS

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

**ELISANIA LUWANDO LEMA
REINHARD ELISANIA LEMA
JEANINE ELISANIA LEMA**

- 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

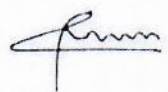


20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special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

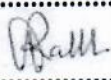
ARBITRATION

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

| Names, Addresses, and Description of Subscribers. | Number of shares taken by each Subscriber | Signature |
|--|---|---|
| ELISANIA LUWANDO LEMA P. O. BOX 67497 DAR ES SALAAM | 50,000 |  |
| REINHARD ELISANIA LEMA P. O. BOX 67497 DAR ES SALAAM | 20,000 |  |
| JEANINE ELISANIA LEMA P. O. BOX 67497 DAR ES SALAAM | 20,000 |  |

Dated at DAR ES SALAAM this 04th day of June 2021

Witness to the above signatures:

Name : VICTORIA PAULO.....
 Signature : .....
 Postal Address : P.O.BOX 22018 D'SALAAM.....
 Qualification : ADVOCATE.....

