

THE COMPANIES ORDINANCE
(Chapter 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

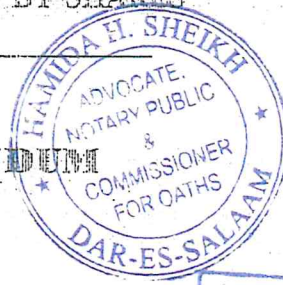
[As amended up to the 16th day of May, 1997]

OF

ALUMINIUM AFRICA LIMITED

(Incorporated the Seventh day of October, 1960)

Atkinson, Walker & Company
Advocates
Dar es Salaam



H. H. Sheikh
8/6/2019

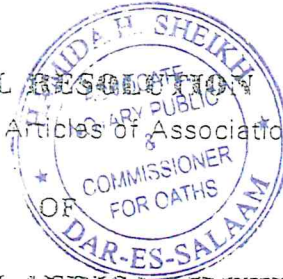
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THE COMPANIES ORDINANCE
(Chapter 212)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(adopting new Articles of Association)

ALUMINIUM AFRICA LIMITED



A. H. Sheikh
8/6/2015

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a true and correct
copy of the original

Passed the 19th day of December, 1968

At an Extraordinary General Meeting of the Members of Aluminium Africa Limited,
held at the I.P.S. Building, Kimathi Street, Nairobi, Kenya on Thursday, the 19th day
of December, 1968, the following Special Resolution was passed:-

"ARTICLES OF ASSOCIATION

THAT the new regulations contained in the printed document submitted to the meeting,
and for the purpose of identification subscribed by the Chairman thereof, be approved
and adopted as the Articles of Association of the Company in substitution for and to the
exclusion of all the existing Articles thereof."

Sir Ernest Vassey,
Chairman of the Meeting.

THE COMPANIES ORDINANCE
(Chapter 212)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ALUMINIUM AFRICA LIMITED

Passed the 16th day of June, 1971



H. H. Swick
8/6/2015

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copy of the original

At an Extraordinary General Meeting of the Members of Aluminium Africa Limited, held at Bruce House, Nairobi, Kenya on Wednesday, the 16th day of June 1971, the following Special Resolution was duly passed:-

"THAT the Articles of Association of the Company be altered in manner following that is to say:

- (1) By the deletion of the fullstop at the end of Article 79 and the addition thereto of the words

'one of whom shall be appointed by East African Development Bank.'

- (2) By the deletion of Article 80 and the substitution therefor of the following new Article:

'80. (a) Any Director other than the Director appointed by East African Development Bank may appoint another Director or any person who is approved by the Board to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. The appointment of any such alternate may be revoked at any time by the Director appointing him.'

(b) The East African Development Bank shall be entitled to appoint any person as an alternate to the Director appointed by it and also to remove any alternate Director appointed by it and to appoint another in place of the person so removed.

(c) Any appointment or revocation under this Article shall be evidenced in writing.

(d) An alternate shall be entitled to receive notice of meetings of the Directors and to attend and vote thereat as a Director when the Director to whom he is an alternate is not personally present and, where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote.

(e) An alternate Director shall not in respect of his appointment as such be entitled to receive any remuneration from the Company but he shall be entitled to be paid expenses as provided in Article 84.'

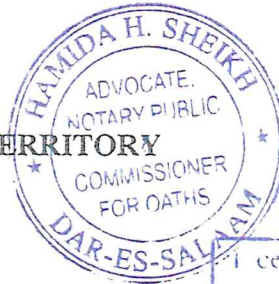
(3) By the deletion of Article 82 and the substitution therefor of the following new Article:

'82. (a) Every Director other than the Director appointed by East African Development Bank shall remain in office until removed by a Special Resolution of the Company or until his office is vacated under Article 88.

(b) The Director appointed by East African Development Bank shall be removed if the East African Development Bank gives notice in writing to the Company that he has been removed from office or otherwise ceased to be a Director and that a new Director has been appointed in his place. In the event that a Director appointed as aforesaid resigns by notice in writing sent either to East African Development Bank or to the Company his office shall not be vacated until the Company receives from East African Development Bank notice in writing that he has resigned and that a new Director has been appointed to fill the vacancy thereby created.'

Chairman of the Meeting.

TANGANYIKA TERRITORY



H. H. Sheikh
8/6/2015

I certify that this is
a true and correct
copy of the original

Certificate of Incorporation

No. 2604

I Hereby Certify that ALUMINIUM AFRICA LIMITED is this day Incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

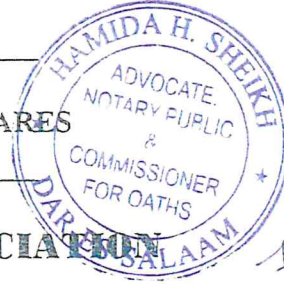
GIVEN under my hand at Dar es Salaam this 7th day of October One Thousand Nine Hundred and Sixty.

SEAL OF THE
REGISTRAR OF COMPANIES
Tanganyika Territory

(Sd.) J. PATTERSON
.....
Asst. Registrar of Companies

THE COMPANIES ORDINANCE
(Chapter 212)

COMPANY LIMITED BY SHARES



H. H. Sheikh
8/6/2015

MEMORANDUM OF ASSOCIATION
OF
ALUMINIUM AFRICA LIMITED

I certify that this is
a true and correct
copy of the original

RESOLUTIONS INCREASING SHARE CAPITAL

1. **RESOLVED** that the Nominal Capital of the Company be increased by the addition thereto of the sum of shs.498,000/- beyond the registered capital of shs.2,000/- by the creation of 24,900 additional shares of shs.20/- each ranking for dividend and in all respects 'Pari Passu' with the existing shares of the Company.

Dated 3rd September, 1962.

CARRIED UNANIMOUSLY.

2. **RESOLVED** that the Nominal Capital of the Company be increased by the addition thereto of the sum of shs.1,500,000/- beyond the registered capital of shs.500,000/- by the creation of 75,000 additional shares of shs.20/- each ranking for dividend and in all respects 'Pari Passu' with the existing shares of the Company.

Dated 11th May, 1964

CARRIED UNANIMOUSLY.

3. **RESOLVED** that the Nominal Capital of the Company be increased by the additions thereto of the sum of shs.4,000,000/- beyond the Registered Capital of shs.2,000,000/- by the creation of 200,000 additional shares of shs.20/- each ranking for dividend and in all respects 'Pari Passu' with the existing Shares of the Company.

Dated 1st October, 1964

CARRIED UNANIMOUSLY.

4. **RESOLVED** that the Authorised Share Capital of the Company be and is hereby increased from Shillings Six million (shs.6,000,000/-) to Shillings Twenty million (shs.20,000,000/-) by the creation of the following new shares:-

5. The Share Capital of the Company is Shillings 2,000/- divided into 100 shares of shs.20/- each.

The Share Capital of the Company has been increased by a series of Resolutions, and also by an Act of Parliament on 19th June, 1973 to shs.100,000,000/-divided into 4,749,998 Ordinary shares of shs.20/- each and 250,002 Redeemable Cumulative Preference shares of shs.20/- each.

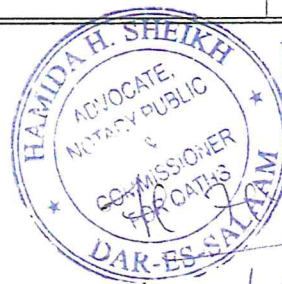
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber	Signatures of Subscribers
Ratilal Premchand Chandaria P.O. Box 2070 Dar es Salaam Company Director	ONE	R.P. Chandaria
Devchand Premchand Chandaria P.O. Box 2070 Dar es Salaam Company Director	ONE	D.P. Chandaria

Dated the 3rd day of October 1960

WITNESS to the above Signatures:

H.C. Walker
Advocate
P.O. Box 176
Dar es Salaam



I certify that this is a true and correct copy of the original
Sheikh

8/6/2015