



THE COMPANIES ACT, 2002

(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JEMA JIONE COMPANY LIMITED

Incorporated this day of 2019

**Drawn by:
Nasra Songoro, Advocate
P.O.Box 32277,
Dar es salaam,
TANZANIA**

THE COMPANIES ACT, 2002

(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JEMA JIONE COMPANY LIMITED

1. The name of the company is **JEMA JIONE COMPANY LIMITED**
2. The registered office of the company will be situated in Tanzania-Mainland.
3. The objects for which the company is established are:
 - a. 4100- Construction of buildings
 - b. 4210- Construction of roads and railway
 - c. 6499-Other financial services activities, except insurance and pension funding activities,
 - d. 6399- Other information service activities
 - e. 0610-Extraction of crude petroleum
 - f. 0620-Extraction of natural gas
 - g. 0899_ Other mining and quarrying
4. The liability of the members is limited
5. The Share Capital of the Company is Tanzanian Shillings Two Hundred and Thirty Million (Tshs.230,000,000/=) divided into 100 ordinary shares of Tshs.2,300,000/= each, with power of the company to increase or reduce the said capital and issue any part of its capital *original or increased with or without any preference priority or special privilege or subject and so that unless the condition of issue shall otherwise expressly decide every issue of shares whether declined to be preference or other otherwise shall be subject to the power hereinabove contained.*

We, the several persons whose names and address are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Associations and we agree to take the number of shares in the Capital of the Company set opposite our respective names:-

| Names, Postal Addresses and Description | Shares taken by each Subscriber | Signatures of Subscriber |
|--|---------------------------------|--|
| Jione Financial Services Address: 1-12-4 Utsubohonmachi Nishi-Ku Osaka, Japan | 15 | 1 st Director: <i>[Signature]</i> 2 nd Director: <i>[Signature]</i> 大阪市西区船場本町1丁目12番4号 GORON INC. Seals 代表取締役 川端康資 |
| Dan Johnson IV Address: 3034-2-410 Nara-Shi Gakuen Shindencho Nara, Japan | 16 | <i>[Signature]</i> |
| Hidehiko Tabata Address: 1-23-3 Baika Konohanaku Osaka-Shi Osaka, Japan | 3 | <i>Hidehiko Tabata</i> |
| Hikaru Tahara Address: 201 2-9-26 Kamishinden Toyonaka-Shi Osaka, Japan | 3 | <i>[Signature]</i> |
| Jumanne Mokili, P.O Box 269 Mwanza | 51 | <i>[Signature]</i> |
| Naoshi Masukawa Address: 301 30-1 Minamikibogaoka Kawachinagano-Shi Osaka, Japan | 3 | <i>Naoshi Masukawa</i> |


 Certified as True Copy of the Original
Heri Emmanuel
 Advocate, Notary Public & Commissioner
 for Gambia
 Sign: *[Signature]*
 Date: 14/02/23

| | | |
|---|---|-----------------------|
| Nobutaka Nakai Address: 406 5-3-18 Furuedai, Suita-Shi Osaka, Japan | 3 | <i>Nobutaka Nakai</i> |
| Yasuko Iwamoto Address: 4-6-15 Shinoharahonmachi Nada-Ku, Kobe-Shi Hyogo, Japan | 3 | <i>Y. Iwamoto</i> |
| Yasushi Kawabata Address: 201 2-10-11 Kamiosaki, Shinagawa-Ku Tokyo, Japan | 3 | <i>Y. Kawabata</i> |

Dated at MWANZA this 19th day of MAY 2019

WITNESS to the above signatures:

Signature: *[Signature]*

Postal Address: 32277

DARES SACAAM

Qualification: Commissioner for OTHS



THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JEMA JIONE COMPANY LIMITED

TABLE A EXCLUDED

1. The regulations in Table A in the First Schedule to the Company Act, 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, unless the subject or context otherwise requires, 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

WORDS AND MEANINGS

3. **“Articles”**: These Articles of Association as originally framed or as altered from time to time by Special Resolution;
4. **“A Shareholder”**: Any holder from time to time of the Shares;
5. **“Associate”**: A Company which is a subsidiary or holding Company of that Company, a subsidiary of a holding