

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

URBE TRADERS COMPANY LIMITED

Incorporated this day of 2018

DRAWN BY:
VEDASTO JOHN KALELA
(SUBSCRIBER)
P.O.BOX 857
KAIAMA

Certified True Copy of the Original
Sign-
MAGRETH JOSEPH MAGGEBE
Advocate,
Notary Public & Commissioner for Oaths
Date 7/3/2018

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 366762 of 17/01/18

THE COMPANIES ACT 2002

TANZANIA
Stamp Duty Shs. 2500/-
Paid

Receipt No. 366962 of 17/01/18

Stamp Duty Officer

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

Register of Companies

AND

ARTICLES OF ASSOCIATION

OF

URBE TRADERS COMPANY LIMITED

1. The name of the company **URBE TRADERS 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 organize or ensure the provision of suitable training courses and qualifications designed to promote competence in the marketing, distribution and retailing of agrochemicals & veterinary medicines, in the handling and use of veterinary medicines and in related activities, including those concerned With animal health products and related products.
 - b) To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds, including without limiting the generality of the foregoing, laboratory, and scientific chemicals or any nature used or capable of being used in the Pharmaceutical industry, agricultural chemicals, fertilizers, petrochemicals, industrial chemicals or any mixtures, derivatives and compounds, thereof.
 - c) To represent the interests of its members in connection with the marketing, distribution and retailing of veterinary medicines & agricultural chemicals.
 - d) To carry on the business of dealers, manufacturers, agents, distributors of Drugs, Bulk Drugs and Pharmaceuticals of every description and application with indigenous and/or imported technology, pharmaceutical formulations like liquids, capsules, tablets, powders, mixtures, antibiotics enzymes and fluids of every description, all intermediates and by products of any of the above, surgical and health aids of varied nature like syringes, gloves, surgical & sanitary towels and napkins.
 - e) To carry on the business of manufacturers, distributors, dealers and agents, analytical chemists, chemical and medicinal preparations, articles, compounds, surgical and

scientific apparatus, equipment, appliances, instruments and medical engineering goods of varied descriptions.

- f) To carry on the business of manufacturers, dealers and distributors of fine chemicals, organic, inorganic and biochemical substances or formulation, alkalies, acids, bases, solvents, alcohols, ethers, aromatics etc., employing any process of halogenation, hydrogenation, sulphonation, nitration, oxidation, reduction, calcination, extraction, separation, distillation, dehydration, evaporation, condensation, crystallisation, ionida-tion, fermentation etc.
- g) To conduct research, development, in all kinds of bulk drugs, pharmaceuticals of every description, and / or demonstrate, application, biotechnological and biochemical process and perform contract research in order to contribute to innovative process technology development & Research on various pharmaceutical and other related products and to put in continuous efforts in discovering and developing new molecules as drugs in pharmaceutical, biotech, healthcare, agriculture, marine and industrial sectors, including development of products and applications in Anti-microbial screening, Clinical pharmacology, recombinant DNA products, genetic engineering products, healthcare products, herb and herbal related products, the rape utics, diagnostic kits, vaccines, medicinal plants and extracts and active ingredients, industrial enzymes, biotech and medicinal formulations, nutrients, biopesticides, bioinsecticides, enzymes, animal feeds, and biopolymers as well as bioinformatics, genomics and proteomics and to create and licence technology / intellectual property rights for development of processes, products and services.
- h) To develop, establish, maintain and aid in the development, establishment and maintenance of laboratories, research stations, containment facilities and program for the purpose of effecting improvement of all kinds of pharmaceuticals, Biotech products in medicine, animal feeds and to develop new biotech, pharmaceutical and other areas of product lines useful in pharmaceutical, healthcare, medicine and industry and also to enter into Collaboration with various Tanzanian/ foreign Companies in the field of research in order to meet global challenges and to Conduct National/ Inter-national collaborative research in various farm products, curriculum and media development and to conduct study of sociological aspects of drug use and abuse and rural pharmacy, etc. including conducting program in pharmaceutical management.
- i) To maintain a register of suitably qualified persons who could be fit and proper persons authorized to prescribe and/or supply veterinary medicines in accordance with the provisions of the current Veterinary Medicines Regulations and any other subsequent or relevant legislation or requirement;
- j) To access, process, trade and transfer technology in the field of Life Sciences, Tissue Culture, Molecular Biology, Bioinformatics, Genomics, Proteomics, R & D, both basic and applied research as well as contract development in the above relevant fields and to distribute, market, sell or assign the intellectual property rights or the technology in respect of the products or processes or patented process, of the pharmaceuticals of every description, biotechnological and biochemical processes developed to any other individual, firm, body corporate for a lump sum payment, royalty, technical fees, know how fees or any other fee etc

- oo) To undertake or assist in undertaking program for employment generation, growth and diversification of agriculture and other food based industries to increase food production and export of food products in both primary and processed from including field of Horticulture, Animal Husbandry, Fisheries, Poultry and other areas related with food.
- pp) To organize technology transfer through training and extension involving non-government organizations.
- qq) To sponsor specific and relevant research projects and technology demonstration.
- rr) To organize input, material supply and production services through public, private and co-operative sector.
- ss) To identify and promote post harvest processing / manufacturing units in the public, private and co-operative sectors.
- tt) To promote organization of marketing chains both for domestic and export marketing.
- uu) To build a cadre of skilled managers for managing the affairs of various units being established as a part of the development process.
- vv) To provide technology and marketing support for the development of rain fed and drought prone areas and marginal land.
- ww) To create opportunities for skilled employment in villages through biological, software industries such as the manufacture of bio-fertilizer and bio-pesticides and establishment of bio-mass refineries and promote agriculture and bio-mass related business activities for food security and for incremental incomes to producers in the context of liberalized world trade in food and agriculture commodities.
- xx) To carry on the business of manufacturing, buying, selling, reselling, exchanging, altering, importing, improving, assembling or distributing or dealing, in motor vehicles, trucks, tractors, chassis, motor cycles, buses, lorries, passenger buses, omnibuses, engines, locomotives, turbines, tanks, ships, boats, barges, launches, aeroplanes, airships, sea-planes, balloons and aircraft of every description and other vehicle and components or motor vehicle replacement parts, tools, implements, spare parts, accessories, materials and products of every description and to undertake repairs and servicing and/or deal in the afore said terms
- yy) To carry on the business of an investment company in all its aspects and branches and for that purpose to acquire, purchase, exchange, underwrite, guarantee, subscribe, hold, sell, trade, hypothecate and deal in shares, stocks, debentures, debenture stocks, bonds, obligations, units, securities and other investments issued, sold, transferred or guaranteed by any company or by any Government in Tanzania or outside Tanzania, public body, municipal authority, local authority or otherwise, whether issued in Tanzania or elsewhere and from time to time, sell and vary the same and also to act as financiers, investors, promoters, finance and share brokers and undertake and execute any trust for the above.

the manufacture of and sell by wholesale or retail of school office and secretarial services.

- kkk) To buy and sell, import & export, produce, manufacture and deal in food and food products, food supplies, sugar, rice, beans, flour, peas. Meat, fish, fruits, confectionery, and other beverages, non- alcoholic beverages, chemists and druggists suppliers, linen, furniture, furnishing and other articles required by visitors to the company's premises and others.
- lll) To purchase, own or otherwise acquire lands, real property, easements rights and other property, real or personal for purpose of and conducive to manufacturing of starch including farming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and its derivatives.
- mmm) To carry on business of petrol service stations and deal in petrol, diesel, kerosene, mineral oil, grease and lubricants of all kind and all other kinds of mineral and petroleum products.
- nnn) To carry on business of motor garage, repairing and servicing of all types of vehicles and machineries and carry on the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and their spare parts, agricultural and industrial machineries such as tractors, ploughs, harrows and seed drills and their spare parts, electrical machineries, accessories and spare parts of all kinds.
- ooo) To carry on business of social services, hospital services, dispensary medical centers, laboratory, sell, buy, pharmaceuticals; operate an international nursery school, local kindergarten, secondary schools, ordinary and or advanced levels, general insurance motor ,fire, accident life and medical insurance together with other kinds of insurances.
- ppp) To carry on the business of transportation passenger bused, cargo and travel agents, commission agents , customs agents, insurance agents /broker, tourist agents, manufacturers' representatives, cleaning and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, ware housemen, 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 neighbored countries and in such other or places as may from time determine by the Company.
- qqq) To carry on the business of Computer soft and hardware designs, manufacturers, importers and dealers in all kinds of electrical and electronic machinery, articles, apparatus, appliances for any purpose whatsoever and to manufacture, sell, supply, service, maintain and deal in computers, soft and hardware, television sets, video, monitors, graphics boards, tape backups, tape-streamers, plotters, dot-matrix and

laser printers, hard discs, diskette drives, expanded memory boards, floppy disks and general data acquisition test and measurement industrial control and communication boards.

- rrr) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, fittings, decorators, paints, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- sss) To deal in all kinds of electrical works include repairs, maintenance, electrical accessories, electrical installations, professional advice and general counselling.
- ttt) To carry on the business in Tanzania or in any part of the world all or any of the business of buying, selling, exchange, merchandising and generally dealing electrical equipment machinery, accessories, spare parts related to electrical works, tools and running electrical workshops.
- uuu) 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.
- vvy) To carry on the business as principals, agents or manufactures, 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, tires and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment, 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.
- www) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- xxx) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware's, 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.
- yyy) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockiest and dealers in all types of clothes, textile materials, tie and dye, boutique, shoes, caps, bags, selling second hand clothing, dresses of types and description whatsoever.

- zzz) 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.
- aaaa) To carry on the business of minerals 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 mines and mining rights and any undertaking connected therewith.
- bbbb) To carry on business of deep-sea fishers, fishers, exporters and importers of, 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, lighter men, 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.


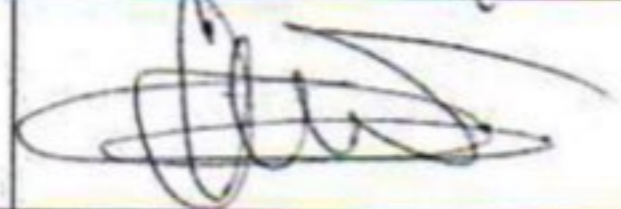
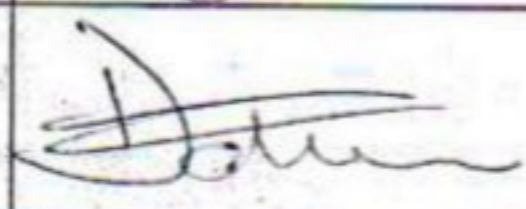
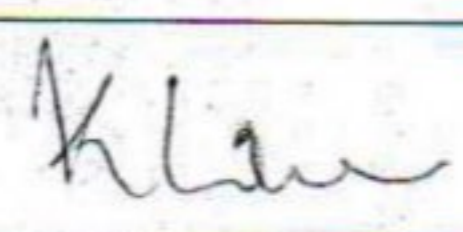
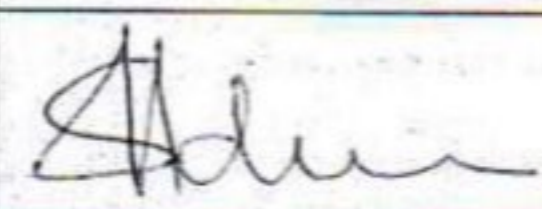
The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs of the name of the 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 share capital of the company is Tanzania Two Hundred million shillings (Tshs.200,000,000/=) divided into one thousand ordinary shares of shillings Two hundred thousand (Tshs. 200,000/=) each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

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.

No	NAME ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE
1	VEDASTO JOHN KALELA P.O.BOX 857 KAHAMA	300	
2	ALICE SHARIF SEBICHUNCHU P.O.BOX 857 KAHAMA	300	
3	DIANA JOHN KALELA P.O.BOX 613 SHINYANGA	150	
4	KELVIN JOHN KALELA P.O.BOX 613 SHINYANGA	125	
5	SANDRINE VEDASTO JOHN P.O.BOX 613 SHINYANGA	125	

Date of Dir es Sakam this 17th day of January 2018

Witness to the above signatures

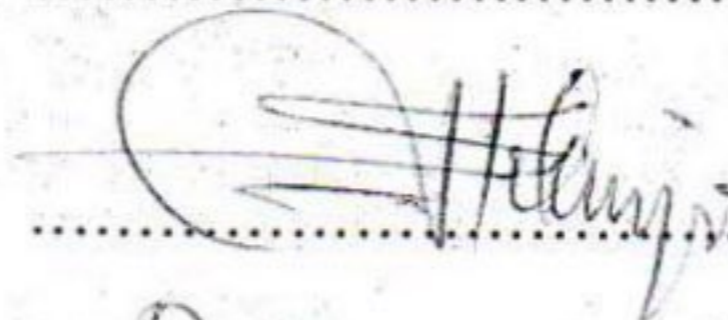
Name

:

DENNIS J. LEKAYU

Signature

:



Postal Address

:

PO BOX 32389 DSM

Qualification

:

ADVOCATE



TANZANIA
Stamp Duty Shs. 500/= PAID ON ORIGINAL
Receipt No. 366962 of 17/01/18

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

TANZANIA
Stamp Duty Shs. 2500/= PAID
Receipt No. 366962 of 17/01/18

Stamp Duty Officer

ARTICLES OF ASSOCIATION

OF

URBE TRADERS COMPANY LIMITED

INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context: -

WORDS

MEANINGS

The Act	the Companies Act, Chapter 212 of the Laws.
The Station	The Companies Act, and every other statute for the time being in force concerning joint stock companies and affecting the Company.
The Register	The Register of Members of the company.
The office	The Registered office of the company.
The Seal	The Common Seal of the Company
Month	Calendar Month
Paid up	Includes credited as paid up
Dividend	Includes bonus
On Writing	Written or printed or produced by any substitute for writing or printing
The Board	The Board of Directors for the time being of the company
Members	A holder of paid-up shares

2. Words importing the singular number only shall include the plural number and vice versa.
Words importing the masculine gender only shall include the feminine gender.
Words importing persons shall include corporations.

The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.
19. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a Director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be Chairman of the meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless if a poll is (before or on the declaration of the result least two members personally present in person or by proxy at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
21. A resolution in writing signed by every member of the Company shall have the same effect and validity as an Ordinary Resolution of the Company passed in General Meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Ordinance or these presents is required to be dealt with in general meeting of the company.

VOTES OF MEMBERS

22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his authorized in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed act as a proxy unless either he entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

DIRECTORS

- 23(a) Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than ten. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall not require share qualifications.
- 23(b) The following persons shall be the first Directors of the Company.
1. **VEDASTO JOHN KALELA**
 2. **ALICE SHARIF SEBICHUNCHU**
24. The Directors shall be paid out of the funds of the Company all their traveling and other expenses properly necessarily expended by them in or about the performance of their duties as Director and the Directors shall be entitled to be paid out of the funds of the Company as remuneration for their services such sums as the Company may in General Meeting determine.

POWERS AND DUTIES OF DIRECTORS

25. The Directors may from time to time appoint one or more of their body to be Managing Director for such periods and upon such terms as they may think fit, and may vest in any Managing Director such of the powers hereby vested in the directors generally as they may think fit, and such powers may be made exercisable for such periods or period, and upon such conditions and subject to such restrictions and generally upon such terms as they determine, and may from time to time be revoked, withdrawn, altered or varied as the Directors may think fit any such appointment shall be subject to termination if the Company in General Meeting resolve that the tenure of the Office of such Managing director be determined.
26. A Managing Director or Manager shall receive such remuneration [whether by way of salary, commission, participation in profits or otherwise] as the Directors may determine, and such remuneration may be either in addition to or in substitution for his remuneration as a Director.
27. A Managing Director shall not be subject to retirement by rotation and shall not be taken into account in calculating the number of Directors to retire but subject to the provisions of any contract between him and the company, a Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.
28. The Directors may from time to time and at any time by Power of Attorney under the Common Seal, appoint any Company, firm or person whatsoever or any fluctuating body of persons, whether nominated directly or indirectly by the Directors to be the Attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such Power of

Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to subdelegate all or any of the powers, authorities and discretions vested in him.

29. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and 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 and future, including its uncalled or unissued capital, charged upon the whole or any part of the property and assets of the or by issue, at such prices as they think fit, of Bonds or Debentures either Company or not so charged, or in such other way as the Directors may think expedient.
30. The Company may exercise the powers conferred by section 43 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
31. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors from time to time by resolution determine.
32. The Directors shall cause minutes to be made in books provided for the purpose:-
 - [a] Of all appointments of officers made by the Directors.
 - [b] Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - [c] Of all resolutions and proceedings at all meetings of the Company and of directors and of Committees of Directors.

DISQUALIFICATION OF DIRECTORS

33. The Office of the director shall be vacated, if the director:-
 - [a] Becomes bankrupt in this country or in any country which is declared to be a reciprocating country or in any country which is declared to be a reciprocating country under Section 147 of the Bankruptcy Ordinance [Cap 25] or becomes insolvent or enters into any arrangement with his creditors; or
 - [b] Becomes prohibited from being a Director by reason of any order made under Section 197 or 382 of the Act; or
 - [c] Is found lunatic or becomes of unsound mind; or
 - [d] Resigns his office by notice in writing to the Company; or
 - [e] If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.

50. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not be less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.
51. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the company shall as from that date take the profits or bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to the revenue accounts and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company any available for dividend accordingly.
52. For the purposes of making up the company's Balance Sheet or Profit and Loss Account the directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained and in so doing may rely upon reports, estimates and valuations made by any Directors, officer or any error in estimates made in the bonafide exercise of the discretions hereby conferred on them.

AUDIT

53. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an Auditor.
54. The Company at each Ordinary General Meeting shall appoint an Auditor to hold office until the next Ordinary General Meeting, and his appointment, remuneration, rights and duties shall be regulated by Sections, 170 to 179 of the Act.
55. No director or other office of neither the Company nor any person who is a partner of or in the employment of or an officer of the Company nor any corporation shall be capable of being appointed as Auditor of the Company.
56. Any notice or document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.
57. If a member or director has no registered address in Tanzania and has not supplied to the Company an address within the country for the giving of notice to him and posted up in the registered Office of the Company shall be deemed to be duly to served on him on the day it is so posted up.

BORROWING POWERS

58. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or unissued Capital 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 charged, or in such other way as the directors may think expedient.

LIEN




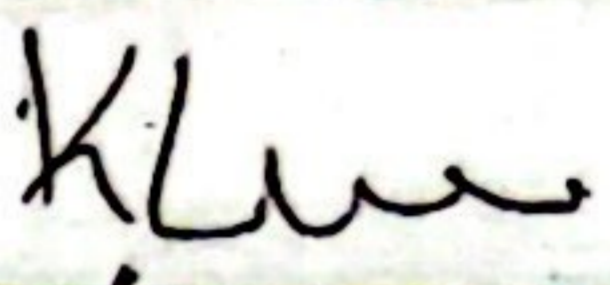

59. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any Member, either alone or jointly with any other person for his debits, liabilities and engagements, whether solely or jointly with any other person to or with the Company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the directors may at any time declare any share to be exempt wholly or partially from the provisions of this Article.

WINDING UP

60. In a winding up the liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special resolution passed pursuant to Section 342 of the Act.

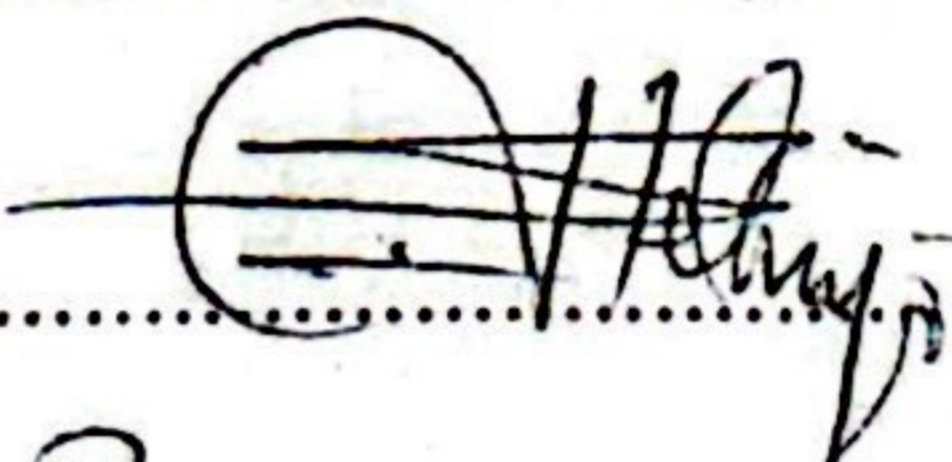
INDEMNITY

61. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 214 of the Act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall have effect in so far as its provisions are not avoided by the said Section 214 of the Act.

No	NAME ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE
1	VEDASTO JOHN KALELA P.O.BOX 857 KAHAMA	300	
2	ALICE SHARIF SEBICHUNCHU P.O.BOX 857 KAHAMA	300	
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4	KELVIN JOHN KALELA P.O.BOX 613 SHINYANGA	125	
5	SANDRINE VEDASTO JOHN P.O.BOX 613 SHINYANGA	125	

Dated at Dar es Salaam this 17th day of JAN 2018

Witness to the above signatures

Name : DENNIS J. LETKAYO
Signature : 
Postal Address : PO BOX 32389 DSM
Qualification : ADVOCATE



Certified True Copy of the Original
Sign  Date 17 Jan 2018
MAGRETH JOSEPH MAGGEBO
Advocate,
Notary Public & Commissioner for Oaths