

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

KNAUF GYPSUM TANZANIA LIMITED

(Incorporated the _____ day of _____ 2014)

DRAWN BY:

MKONO & CO.
ADVOCATES
8TH FLOOR, EXIM TOWER
GHANA AVENUE
P.O. BOX 4369
DAR ES SALAAM



Certified True Copy of the Original
Sign: *Esther Peter* Date: 17/6/24
ESTHER PETER
Advocate, Notary
Public & Commissioner for Oaths

Certified True Copy of the Original
Sign: *Flora Erasto* Date: 20th June 2022
FLORA ERASTO
Advocate Notary Public & Commissioner
For Oaths

17. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES

18. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the installments (if any) and at the times and places appointed by the Directors.
19. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
20. The joint holders of a share shall be jointly and severally liable for the payment of all calls and installments in respect thereof.
21. If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or installment at such rate not exceeding 20 per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.
22. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.
23. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.
24. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance

Names, Postal Address and Occupation of Subscribers	Number of Shares Taken by each	Signature and seal of Subscribers
1. KNAUF INTERNATIONAL GmbH Am Bahnhof 7, 97346, Iphofen, Germany	109,999 shares	Knauf International GmbH Postfach 10 D-97343 Iphofen 
2. Isogranulat Gesellschaft mit beschränkter Haftung Am Bahnhof 7, 97346 Iphofen, Germany	1 share	Isogranulat GmbH Am Bahnhof 7 97346 Iphofen 

Handwritten signature

Dated this 28 day of 10, 2014

WITNESS to the above signatures:

Signature: _____

Postal Address: Attached

Qualification: NOTARY PUBLIC

Notary Seal (mirrored)
 Certified True Copy of the Original
 Sign: [Signature] Date: 19/06/2014
 Public Notary
 Commissioner for Oaths

Notary Seal
 Certified True Copy of The Origin.
 Sign: [Signature] Date: 20th June 2022
 FLORA ERASTO
 Advocate Notary Public & Commissioner
 For Oaths