

THE COMPANIES ACT (NO. 12 of 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JITEGEMEE TRANSPORT & LOGISTICS COMPANY  
LIMITED

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Incorporated this ..... day of..... 2023

**Drawn by:-  
Godfrey Gowele  
P.O. Box 70015  
DAR ES SALAAM**

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

**JITEGEMEE TRANSPORT & LOGISTICS  
COMPANY LIMITED**

1. The name of the Company is **JITEGEMEE TRANSPORT & LOGISTICS COMPANY LIMITED**.
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
  - a) To carry on the business as transporters of cargo, merchandise, passengers, Goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo superintendents, warehousemen, government, parastatal, transport contractors and deals with clearing and forwarding dispatching of sea, air and land cargo to various parts destinations in the world network.
  - b) To carry on business of construction of complete residential or non-residential buildings, on own account for sale or on a fee or contract basis, Outsourcing parts or even the whole construction process is possible, preparation of sites for subsequent construction activities, construction materials, hardware, plumbing and heating equipment and supplies.

- c) To carry on business of selling building materials for building finishing, non-refractory ceramic hearth or wall tiles, mosaic cubes, flags and paving, manufacture of structural non-refractory clay building materials, manufacture of ceramic bricks, roofing tiles, chimney pots, pipes, conduits, manufacture of flooring blocks in baked clay manufacture of ceramic sanitary fixtures.
- d) To carry on the business of general supplies, Customs Agents, provide clearance services to companies, individual, government institutions and clearing & forwarding, other body corporates or unincorporated, general carries, Transportation of goods and passengers, to construct equip, let out on hire, commission agents or otherwise and trade in any part of the world with vehicles vessels or air craft, brokers, sales representatives and any kind of agencies.
- e) To engage on provision of technical and operational support to the various types of infrastructure development and maintenance.
- f) To engage on provision of outsourced logistics management services to local and foreign entities for speedy, quality and efficient delivery of intended products and services while the entity concentrates on its core business functions.
- g) To carry on the business of real estate affairs; apartment house management; apartments renting of real estate leasing of; real estate agencies; real estate appraisal; real estate brokers; real estate management, rent collection, rental of offices real estate renting of apartment, renting of flats.
- h) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, 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 buildings, lands, securities, bond property, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.

- i) To purchase, sell, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands, buildings, residential, commercial, low cost housing estates, shopping malls, warehouse, office, shop, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- j) 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.
- k) 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.
- l) 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 ware house construction, landscaping, engineering, general

civil works and deal in all kinds of scrap metal and precious metals.

- m) To carry on the business of electrical, mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture sale or hire of apparatus or goods to which the application of electrical or any like power or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental or any other business of alike.
- n) To develop and turn to account any land or acquired by or which the company is interested and in particular by laying out and preparing the same for building purposes, entering joint venture with other companies, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings.
- o) Letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- p) To purchase or by any other means, acquire any right of Occupancy, leasehold, freehold and/or other property or any interest whatsoever in any such property, and/or any rights, privileges, or easements over or in respect of any property for the purpose of any of the objects of the company and for such purpose, to erect and work all such mills, machinery and factories which may be deemed necessary.
- q) To enter into partnership or into any arrangement for sharing Profits, union of interest, co-operation, joint venture, tenancy or reciprocal concessions with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- r) To purchase or otherwise acquire, sell, lease, dispose of real and personal property of all kinds.

- s) To sell or otherwise dispose of the whole or any part of the undertaking and assets of the company either together or in portions for such consideration as the company may think fit.
- t) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grants, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
- u) To promote any other companies for the purpose of acquiring all or any of the property and undertaking and liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this company, or to enhance the value of any property or business of this company and to place or guarantee the placing, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of such company as aforesaid.
- v) To lease and work on royalty basis or other arrangement any house, farm, ship, boat, trawler, catcher, carrier, factory, and any other business
- w) To lend and advance money or give credit to such persons companies and on such terms as may seem expedient and in particular to customers and other having dealings with the company.
- x) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures and/or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge and/or lien upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge and/or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

- y) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- z) To enter into any arrangements with any governments, or authorities, supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions the company may think desirable, and to carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges and concessions.
- aa) To distribute among the members of the company in kind any Property of the company, and in particular any shares, debentures or securities of other companies belonging to this company, or of which this company may have the power of disposing.
- bb) To act as managing agents and trustees for any person, firm or company, and to undertake and perform sub-contracts and also that act in any of the businesses of the company through or by means of agents, brokers, sub-contractors or others.
- cc) To carry on the business of farming, including but not limited to the establishment, buying or otherwise acquiring farms and properties thereon or useful thereto; and to carry on the business of the buying, selling or otherwise disposing of agricultural produce of oil seeds or of any kind, type or description.
- dd) To carry on the business of general traders, general business, import and export of merchandize, and to manage, supervise or control the business or operation of any company or undertaking of which the company holds any shares, bonds, debentures or other securities.

- ee) To purchase or otherwise acquire all or any part of the business or property of any person, association or company carrying on or (in the case of a company) formed to carry on any business which the company is authorized to carry on or possessed of property suitable to the purposes of the company and in consideration of the same to pay cash or issue any share, stock, and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
- ff) To carry on the business of transporters by land, sea, air and other means of conveyancing of people and goods in Tanzania and the neighborhood, and in such other place or places as may from time to time be determined
- gg) To carry on the business of clearing and forwarding agents, land and estate agents, air, road and shipping line agents, financial agents for all classes of insurance.
- hh) To manufacture and carry on the business of all kinds of oils whether vegetable or mineral, paints, colour, vanish, hides skins, curios, horns, trophies and other goods of similar nature as usually dealt with by a firm of painters and decorators, cement, glass, stone of builders or building merchants, tools and machinery of all description and dealers in spots goods.
- ii) To process, manufacture, pack and sell whether by retail or wholesale products of farm produce and by-products whatsoever locally and abroad, agricultural equipment, industrial machinery, importers and exporters of all agricultural products etc.
- jj) To treat, cure, submit to any process of manufacture and prepare for market (whether on account of the company or others) any produce or products and articles or things whatever, to buy, sell, warehouse, transport by land or water, and to deal in any such produce or products and in any other goods, produce, wares, merchandise, articles and things of any kind whatsoever.

- kk) To carry on the business of wholesale and retail dealers of and in iron mongery tourney, household fittings and utensils and dealers in hardware and tools of every description including goods of metal, China, pottery, glass, electrical appliances, wiring and materials, wireless apparatus and such other goods as are usually dealt with in business of hardware merchants.
- ll) To carry on the business of wholesale and retail dealers of and in piece goods of silk, cotton, linen and other materials, cotton (whether raw or ginned) coffee, cocoa, tea, simsim, seed, groundnuts and all other produce, groceries, flour, rations, meat, fish, fruits, vegetable, milk, cream, butter, ghee, and all other foodstuffs of any description, flowers, seeds, plants, shrubs, trees, and other similar production.
- mm) To carry on all or any of the business of wholesale and retail dealers of and in motor-cars, motor cycles and accessories thereof, petrol and petroleum products, tyres and tubes and other rubber goods ivory (whether manufactured or unmanufactured) and any other business which may conveniently be carried on in connection therewith.
- nn) To carry on the business of Import and Export, General, Merchandise, General Merchants, Fancy goods, Garments, Textiles, Electronics, Grocery, Pharmaceuticals, Drugs, Veterinary Medicines, Dispensing Chemists, Pharmacies, Cosmetics, Perfumes, Spirit, Jewellery, Household, manufacturing soap, Detergents, Enamelware and Sundries.
- oo) To carry on the business of tourist agents, and to facilitate travelling and to provide for tourists and travelers, to promote provision of conveniences of all kinds in any way through tickets, circular tickets, sleeping cars or berths, hotels and lodging, accommodation, guides, safe deposits, enquiry bureau, reading rooms, waiting rooms, baggage transport and otherwise.
- pp) To purchase, hire or otherwise acquire, equip, operate, repair and maintain automobiles, buses, motorcars and

vehicles of every description (whether operated by mechanical power or not) and machinery enquires, instruments, accessories, equipment, appliances and articles of every description used in connection with any of the businesses of the company and services of all kinds which may be conveniently maintained and operated therewith.

- qq) To carry on the business of dealers in repairs, cleaners, storers, and warehouses of motorcars, motorcycles, motors, vans, and other conveyances of all description (all hereinafter comprised in the term "motors and other things") whether propelled or assisted by means of petrol, steam, gas, electrical, animal, or other powers, and of engines, chassis bodies or other things used for, in or in connection with motors and other things.
- rr) To carry on the business, and to act as merchants, wholesale and retail, traders, commission agents, or in any other capacity, in Tanzania or elsewhere and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in any goods, produce, articles and merchandise
- ss) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or enhance the value of the company's property or right for the time being.
- tt) Generally, to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clauses, but the company shall have full power to exercise all or any of the

powers conferred by any part of this clause in any part of the World and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The liability of the members is limited.
5. The Authorized Share Capital of the Company is Tanzania Shillings **Five billion (5,000,000,000/=)** divided into **100** Shares of Tanzanian shillings **Fifty million 50,000,000/=** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach there to respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the several persons whose names, postal addresses and descriptions 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, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1. REGISTERED TRUSTEES OF CHAMA CHA MAPINDUZI P.O BOX 50 DODOMA	99	JOHN ZEFANIA CHUIGATI <i>[Signature]</i> HARUNA RAMADHAN Kondo
2. JITEGEMEE HOLDINGS COMPANY LIMITED P.O BOX 4047 Dar es salaam	01	<i>[Signature]</i>
TOTAL	100	

DATED AT DAR ES SALAAM THIS 14<sup>th</sup> DAY OF APRIL, 2023.

**WITNESS TO THE ABOVE SIGNATURES:**

SIGNATURE *[Signature]*  
 NAME MULAMUZI PATRICK BYABUHTA  
 ADDRESS P.O. BOX 10913, DAR ES SALAAM  
 QUALIFICATION Advocate



**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION TO COMPANY PRECEDING**  
**MEMORANDUM OF ASSOCIATION**  
**JITEGEMEE TRANSPORT & LOGISTICS COMPANY**  
**LIMITED.**

*Interpretation*

1. In these articles:-

*"the Act"* means the Companies Act;

*"the articles"* means the articles of the company;

*"clear days"* in relation to the period of a notice means that period

excluding the day when the notice is given or deemed to be given and the

day for which it is given or on which it is to take effect;

*"the seal"* means the common seal of the company;

*"Secretary"* means any person appointed to perform the duties of the

secretary of the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these articles become binding on the company.

## *Members*

2. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

## *General Meetings*

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next;

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

## *Notice of General Meeting*

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify

the place, the day and hour of meeting and, in case of special business, the general nature of that business.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed

- a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat, and
  - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### *Proceedings at General Meetings*

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. 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 persons*, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand

adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the directors may determine.

12. The chairman, of the board of directors or in his absence the director shall preside as chairman of the general meetings, but if neither the chairman nor such other director be present within half an hour after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no director is willing to act as chairman or if the director is not present within half an hour after the time appointed for holding the meeting, the meeting shall stand adjourned as per Article 14.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - a) by the chairman; or
  - b) by at least two members present in person or by proxy; or
  - c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been

carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of Chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who is entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, any may consist of several instruments in the like form each executed by or on behalf of one or more member.

#### *Vote of Members*

20. Every member shall have one vote, except the Chairperson who has a casting vote in case of equality.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Disease Ordinance, may vote, whether on a show of hands or on poll, by his said

manager, and any such manager may, on a poll, vote by proxy.

22.No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

23.On a poll, votes may be given either personally or by proxy.

24.The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if one appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

25.The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26.An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**"JITEGEMEE TRANSPORT & LOGISTICS  
COMPANY LIMITED."**

I/We.....of  
.....being a member/members  
of the above-named company, hereby  
appoint.....or failing  
him.....of .....as my/our  
proxy to vote for me/us on my/our behalf at the (annual or  
extraordinary, as the case may be) general meeting of the  
company to be held on the .....day of  
.....20..... and at any adjournment  
thereof.

Signed at .....this .....day of  
.....20....."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**"JITEGEMEE TRANSPORT & LOGISTICS COMPANY LIMITED."**

I/We .....of  
.....being a member/members of the above  
named company, hereby appoint of  
.....of .....or  
failing him .....of ....., as  
my/our proxy to vote for me/us on my/our behalf at the  
(annual or extraordinary, as the case may be) general  
meeting of the company to be held on the .....day  
of .....200...., and at any adjournment  
thereof.  
Signed this .....day of  
.....20.....

This form is to be used \* in favour of/against the resolution.  
Unless otherwise instructed, the proxy will vote as he thinks fit.

\* strike out whichever is not desired"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

### *Corporations Acting by Representation at Meetings*

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

### *Directors*

31. The number of directors shall not be less than two. The first directors of the Company shall be:

- (1) SALIM FARAJ ABRI
- (2) GODWIN DAVID MSIGWA
- (3) ELIJAH GREENTON MWANDUMBYA
- (4) BOSCOW RASHID MABENA

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

### *Borrowing Powers*

33. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

### *Powers and Duties of Directors*

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the

directors, who may exercise all the powers of the company. No alternation of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine. In the absence of a resolution to that effect, the first directors listed in Article 31 hereof shall be the first signatories each with authority to act and sign bank documents in the presence of the other.
37. 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 the directors, and of a committee of directors.

#### *Disqualification of Directors*

38. The office of director shall be vacated if the director:
- a) without the consent of the company in general meeting holds any other office of profit under the company; or
  - b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or

- c) ceases to be a director by virtue of any provisions of the Act or becomes prohibited by law from being a director; or
- d) becomes of unsound mind; or
- e) resigns his office by notice in writing to the company; or
- f) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in a manner required by the Act.

A director shall not vote in respect of any contract in which he is interested in on any matter arising thereat, and if he does so vote, the vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional or alternate director.
40. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional or alternate director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40, the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional or alternate director.

## *Proceedings of Directors*

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.
44. The quorum necessary for the transaction of the business of the directors shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within half an hour after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

48. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

49. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### *Secretary*

50. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The directors may appoint an Acting Secretary in the absence of the Secretary.

51. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and secretary shall not be satisfied by its being done by or to the same person acting both as director and so, or in place of, the secretary.

#### *The Seal*

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the Chairman and Managing Director and by the Secretary or Acting Secretary or by a second director and the Secretary or Acting Secretary.

### *Accounts*

53. The directors shall cause proper books of accounts to be kept with respect to:
- a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - b) all sales and purchase of goods by the company; and
  - c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered office of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

### *Audit*

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

### *Notices*

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy - two hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to have notices to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

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

NAMES, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1. REGISTERED TRUSTEES OF CHAMA CHA MAPINDUZI P.O BOX 50 DODOMA	99	<p><i>Solimo ZEPHANIA CHUMISA</i> <i>[Signature]</i></p> <p><i>Hakuna Ramadhani Kondo</i> <i>[Signature]</i></p>
2. JITEGEMEE HOLDINGS COMPANY LIMITED P.O BOX4047 Dar es salaam	01	<i>[Signature]</i>
TOTAL	100	

DATED AT DAR ES SALAAM THIS 4<sup>th</sup> DAY OF APRIL, 2023.

**WITNESS TO THE ABOVE SIGNATURES:**

SIGNATURE

*[Signature]*

NAME

MULLAMUZI PATRICK BYABUSHA

ADDRESS

P.O. BOX 10913, DAR ES SALAAM

QUALIFICATION

ADVOCATE

