

THE COMPANY ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

KLEB COMPANY LIMITED



*Certified as a copy
copy of original
7/10/2023*

Incorporated thisday of199.....

SUBSCRIBED BY:
ABDALLAH AHMED MBARAK BIN KLEB
P.O BOX 12117
DAR ES SALAAM
TEL: 2180670

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KLEB COMPANY LIMITED

1. The name of the Company is KLEB 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 business as transporters of passengers and goods to construct, equip, let out on hire, commission or otherwise and trade in any part of the world with any vehicles, vessels or air craft belonging wholly to or partly to or being in the employment of the company and to carry on the business of packers, storers, warehousemen, bonded ware housemen and storers of goods, wares and merchandise of every kind and description whatsoever.
 - (b) To carry on the business of manufacturer of all kinds of textiles yarn and thread.
 - (c) To carry on the business of selling shoes both in wholesales and retail basis, and all related leather products.
 - (d) To enter into the business of selling pharmaceutical products all medicines originating from traditional herbs and the like.
 - (e) To carry on the business of marine cargo claims and consultancy, clearing and forwarding agents, warehousemen and storer of goods, wares and merchandise of every kind and description whatsoever of sawmill and sales of timber, sawmill proprietors and timber growers, and to buy, sell grow prepare for market, manipulate, import, export, and deal in timber and wood of all kinds, and to manufacture of which timber is articles of all kinds in the manufacturer of which timber of wood is used,
 - (f) To carry on business as general clearing and freight forwarding agents, and to provide customs clearance services to companies, individuals, government institutions and all other bodies corporate or unincorporate.



Certified true copy
for filing
with Registrar

TANZANIA
 STAMP DUTY F. S. 1200/= *1200/=*
 ORIGINAL RECEIPT No. 120852
 10-1-2016
 STAMP DUTY OFFICE

I certify that this is a true copy of the original.
 Signature *[Signature]*
 C. L. KIDUMAGE (Advocate)
 P. O. Box 3010 DODOMA
 04/01/2016

Zakaria
 that this is a true copy
 of the original
 Date *[Signature]*
 Signature *[Signature]*





*Confirmed as
a true copy
of original
by
7/10/2024*

- (g) To carry on the business of Insurance agency, life insurance, fire insurance, marine insurance, etc.
- (h) To carry on the business of Risk Management Services, and to render services of repair and maintenance of all kinds of electronic machines.
- (i) To carry on the business of hotel, restaurant, lodging and house keepers, importers and manufacturers of aerated mineral and artificial waters and other drinks, garage proprietors, importers and brokers of food, live and dead stock proprietors of laundries, hair dressers and perfumes.
- (j) To engage into the business of general traders, warehousemen, store-keepers, stockiest, shopkeepers, operators of supermarket, suppliers of imported machineries and office equipments universals providers in all its branches.
- (k) To carry on the business of general exporters of agricultural products in whatever form and however preserved, timber and timber products, tea, coffee, cotton, prawns, lobsters, fruits and other horticultural products.
- (l) To carry on the business of general transporters to be transport agents for all kinds of cargo, to be tour and safari operators, taxi cabs passenger coaches and general to air chatters.
- (m) To carry on the business of exporters of livestock, cattle, products, ducks and other live birds, ivory and ebony carvings, to be meat processors and otherwise exporters of food stuffs.
- (n) To carry on the business of importers, dealers and distributors of Kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
- (o) To carry on the business of constructing building, electrical and mechanical contractors, civil engineers, and to maintain, alter, enlarge, pulldown, remove, replace any buildings, shops, office foundries furnaces, factories, mills, works, whares, walls, roads, railways, tramways, machinery, engines fences, banks, dams and to carry out any other works which may be convenient or necessary in connection with any business or object of the company.
- (p) To carry on the business of haulage and transport contractors, cleaning and forwarding agents, general transporters and to carry on any other business which may be conveniently carried on in connection there with.
- (q) To carry on the business of both small and large scale agricultural farming of food and cash crops, animal husbandry, to be farmer of maize, beans, coffee, wheat, fruits, sunflower, paddy and all kinds of cereals, to be raisers of dairy farms to be

poultry farmers and generally to be processors and distributors of all kinds of dairy and poultry products.

- (r) To manufacture, assemble or products under licence electronic equipments, apparatus, appliances machines, gadgets and accessories invented and developed in foreign countries.
- (s) To cut, polish dress and prepare for market all kind of gem stones, precious and semi-precious stones, and minerals of whatsoever kind or description, export of rough and polished gem-stones.
- (t) To carry on all or any of the businesses by whole sale and/or retail as gem-stones merchants, jewellers and/or dealers in and/or buy, sell, market, import and/or generally deal in all on any kinds of gem-stones precious and semi-precious stones, gold, silver and precious metals and minerals of whatsoever kind or descriptions.
- (u) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or in exchange or otherwise acquire concessions, grants, easements, options, claims, properties, estates and effects supposed to contain minerals, diamonds on other precious stones, and any interest therein, and to explore mines, works, exercise, develop and turn to account therewith.
- (v) To carry on all kinds of exploration business, and in particular to search for, prospect, examine and explore mines and ground supposed to contain minerals precious stones, oil, and to search for and obtain information in regards to mines, mining claims and mining localities.
- (w) To carry on the business of fancy, textile, goods, children wear, agents wear, ladies wear, domestic appliances watches, cosmetics, toiletries, and house hold goods.
- (x) To carry on the business of manufactures of all kinds of textiles yarn and thread.
- (y) To carry on all or any of the business of importers, exporters, ware housemen, insurance agents, shipping agents, forwarding agent, manufacturers agents, and representative traders, merchants, auctioneers, whole sale and retail dealers in articles of all kinds.
- (z) To carry on the business of importing electronics, equipments, textiles, fashion garments, tape recorders, air conditioners, televisions, video set, refrigerators, freezers, carpets and to act as Agent for manufactures, of all kinds of telecommunication equipments and education apparatus and to import or act as an agent in the supply of office machines of all types and description army

equipments of all description, civil, aviation equipment and machinery, medical equipments of all types and description.

- (aa) To carry on the business and deal in air aviation in all its branches, and to act as air travel agents, for forwarding agents, and to transact every kind of Air Agency business.
- (bb) To carry on and deal in the business or sea civil aviation in all its branches, and to act as traders, commission Agent, carriers, forwarding agents, warehousemen and to transact every kind of sea civil aviation.
- (cc) To carry on business of assembly of motor vehicles and trailers, dealers in repairs and assembly of motor cars, motor vans, trucks, motor cycles, tractors, motor vehicles accessories electrical and mechanical capable of being used in connection with any of the said business.
- (dd) To carry on business as Government suppliers, merchandise of all description including machinery, foods, provisions, uniforms and generally any articles or goods of any kinds.
- (ee) To carry on business of medical engineering, automobile engineering, electronics, airport civil engineering, dealers in repair and servicing of medical equipment, dealers in airport communication system, aircraft communication and navigation equipment, civil works on airports and buildings.
- (ff) To conduct the business of banking but subject to the laws of Tanzania now obtaining, to deal as Bureaux De-change Commission Agents. To deal and conduct the business of Financial and economic consultancy.
- (gg) To do all or any of the above things in any part of the World as principals, agents, contractors trustees or otherwise alone or in conjunction with others,
- (hh) To do all or any of the matters hereby authorized in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (ii) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them. It is hereby declared that:
 - (i) 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 incorporated or not incorporated whether domiciled in Tanzania or elsewhere and
 - (ii) The objects 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 in reference from the terms of any paragraph or the name of the company but may be carried out in as full and ample manner and construed in a wide sense as if each of the said paragraphs defined the objects of separate and distinct company.

- 4. The liability of the members is limited.
- 5. The share Capital of the company is Shillings ONE HUNDRED MILLION ONLY (100,000,000/-) divided into TEN THOUSAND ONLY (10,000/) ordinary shares of Tanzania shillings Ten Thousand only (10,000/-) each, with power for the company to increase or reduce the capital and to issue any party of its capital, original or increased, with or without any of preference, priority or special privilege, or subjects to any postponement of right unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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 out respective names.

Names, Addresses and Description of Subscribers	Number of shares taken	Signature
1. Abdallah Ahmed Mbarak Binkleb	1500	<i>[Signature]</i>
2. Salmin Ahmed Mbarak Binkleb	1500	<i>[Signature]</i>
3. Sabri Ahmed Mbarak Binkleb	500	<i>[Signature]</i>
4. Fahim Ahmed Mbarak Binkleb	500	<i>[Signature]</i>
5. Helmi Ahmed Mbarak Binkleb	500	<i>[Signature]</i>
6. Lutwif Ahmed Mbarak Binkleb	500	<i>[Signature]</i>

DATED at DAR-ES-SALAAM this 10TH day of JANUARY, 2001

WITNESS to the above signatures:

NAME:

ZAKARIA MAFTAH

SIGNATURE:

[Signature]
P. O. Box 2373 Dar
ADVOCATE

POSTAL ADDRESS

QUALIFICATION



Authenticated as true copy of original laws
7/10/2002

TANZANIA
Stamp Duty No. 600/- Paid
Receipt No. 12082529 / 10-1-20
Registrar of Companies

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KLEB COMPANY LIMITED
(A PRIVATE COMPANY)

TANZANIA
Stamp Duty No. 200/- Paid
Receipt No. 12082529
Stamp Duty Officer
Kaizer M...
Box 2554 Dar es Salaam
Advocate, Notary Public
& Commissioner for Oaths

*Certified
copy of original
7/10/2020*

1. In these Articles:

- "The Ordinance" Means the Companies Ordinance (Cap 212)
- "The Seal" Means the Common Seal of the Company.
- "The 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 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 Articles become binding upon the company.

2. The Regulations contained in Table "A" of the First Schedule to the Ordinance shall not apply to the Company.

3. The Company is a PRIVATE COMPANY and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of Members of the Company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued to be members of the company) is limited to fifty PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be treated as a single Member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

4. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to the dividend, voting, return of share capital or otherwise, as

I certify that this is a true copy of the original.
L. KIDUMAGE (Advocate)
P.O. Box 3010 DODOMA
08/01/2020

I, Zakaria M... Certify
That- this is a true copy
of the original document
Date
Signature
NOTARY

the company may from time to time by special resolution determine and any preference share may, with the sanction of a special resolution, be issued on the terms that it is or at the option of the company is liable, to be redeemed.

The share Capital of the company is Shillings One hundred million only (110,000,000/-) divided into ten thousand only (10,000/-) Ordinary Shares of Tanzania Shillings ten thousand only (10,000/-) each.

SHARE CAPITAL AND SHARES

5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General meetings shall "mutatis mutandis" apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
6. Every person whose name is entered as a member in register of members shall be entitled to a certificate under the seal of the Company specifying the share or shares, held by him and the amount paid up thereon provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one whose name appears first of several joint holders shall be sufficient delivery to all.
7. If a share certificate is defaced, lost or destroyed, it may be renewed, on payment of such fee, if any, not exceeding one shilling and on such terms, if any, as to evidence and indemnity as the Directors may think fit.
8. No part of the funds of the company shall directly or indirectly be employed in the purchase of or in loans upon security of, the company's shares but nothing in this regulation shall prohibit transactions mentioned in the provision to section 46(1) of the Ordinance.
9. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditionally, for any shares in the company, PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or any amount equivalent to such percentage; and the requirement of section 44 of the Companies Ordinance shall be observed.



*Certified a true
copy of original
KMS
7/1/2023*

LIEN

10. (i) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien in all shares standing registered in the name of any person for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- (ii) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he be the sole registered holder or be one of several joint holders.
- (iii) The Company's lien, if any, on a share shall extend to all dividends payable thereon.
11. The Company sell in such manner as the Directors think fit, any shares on which the company has a lien, but no sell shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of twenty-eight days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the shares.
12. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchase shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by an irregularity or invalidity in the proceedings in reference to the sale.
13. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the company on behalf of the person entitled to the shares at the date of the sale.

CALLS ON SHARES

14. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the times of payment) pay to the company at the time or times so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

- 15. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight percent per annum from the day appointed for the payment thereof to the date of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
- 17. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any such which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium as if the same had become payable by virtue of a call duly made and notified.
- 18. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
- 19. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting six percent), as may be agreed upon between the member paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES

- 20. Subject to the provisions hereinafter contained shares in the company shall be transferrable by written instrument in the common form hereunder provided signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
 - (ii) Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve:

"I, A.B. of in consideration of the sum of Shs..... paid to me by C.D. of (hereinafter called "the said transferee") DO HEREBY TRANSFER to the said transferee the share (or shares) numbered

in the undertaking called PIPELINE COMPANY LIMITED to hold unto the said transferee, subject to the several conditions on which I hold the same; and I the said transferee, DO HEREBY AGREE to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands the day of 19....

Witness to the signatures of etc.."

21. Save as is hereinafter provided, the Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the company, and may also decline to register any transfer of shares on which the company has a lien.

The Directors may also suspend the registration of transfers during the period of fourteen days immediately preceding the Annual General Meeting in each year. The Directors may also decline to recognise any instrument of transfer unless:

- (a) a fee not exceeding two shillings is paid to the company in respect thereof; and
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

22. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
23. No shares in the Company shall be transferred otherwise than to a person who is already a member of the Company until the rights of pre-emption hereby conferred shall have been exhausted that is to say:

- (a) Every member who intends to transfer shares (hereinafter called "the vendor") shall give notice in writing to the Board of his intention so to do. Such notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the company at a price to be agreed upon by the Vendor and the Board or in default of agreement at a price which the Auditor of the company for the time being shall certify by writing under his hand to be, in his opinion, the fair selling value thereof as between a willing Vendor and a willing Purchaser.

- (b) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and if so, what maximum number of the said shares.
- (c) At the expiration of the said thirty days the Board shall allocate the said shares to the member or amongst the members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively PROVIDED THAT no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.
- (d) Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the Chairman for the time being of the Directors of the company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
- (e) In the event of the whole or any lot of shares offered through the Board as provided by this Article not being sold in the manner by that article provided, the Vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the notice given by the member, transfer the shares not so sold to any person (subject to Article 20) and at any price.

FORFEITURE OF SHARES

24. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve as notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

25. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect; and such forfeiture shall extend to any dividends in respect of any share so forfeited not actually paid at the date of the said notice.

27. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

28. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding remain liable to pay to the company all moneys which, at the date of the forfeiture were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.

29. A statutory declaration in writing that the declarant is a Director of the company, and that a share in the company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.

30. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

- The company may by ordinary resolution convert any paid-up-shares into stock, and reconvert any stock into paid-up shares of any denomination.
32. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferrable, and restrict or forbid the transfer of a fraction of the minimum amount of stock transferrable, and restrict or forbid the transfer of fractions of the minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
33. The holder of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meeting of the company and other matter as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares have conferred that privilege or advantage.
34. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "Share" and "Share-holder" therein shall include "Stock" and "Stock-holder" respectively.

ALTERATION OF CAPITAL

35. The company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
36. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notice from the company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the company. The Directors may likewise so dispose of any

new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

37. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

38. The company may by ordinary resolution:

(a) consolidate and divide all or any of its share capital into shares or larger amount than its existing shares;

(b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of Section 51(1)(d) of the Ordinance;

(c) cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

39. The company may, by special resolution reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required by law.

GENERAL MEETINGS

40. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceeding General Meeting) and place as may be determined by the Directors. In default of a General Meeting so held, a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

41. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

42. 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 requisitionists, as provided by Section 114 of the Ordinance.

NOTICE OF GENERAL MEETINGS

43. Subject to the provisions of Section 117(2) of the Ordinance relating to special resolutions, twenty-one days notice at the least (exclusive of the day on which the notices is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter-mentioned, or in such other manner, if any, as may be prescribed by the company in General Meeting, to such persons as are under the regulations of the company, entitled to receive such notice from the company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
44. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

45. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
46. 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; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
47. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
48. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
49. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes...

50. 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 unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
51. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact.
52. An ordinary resolution of the company determined on without any General Meeting and evidenced by writing under the hands of all the Directors or a sole Director and of the members of the company holding in the aggregate three-fourths of the issued shares of the company shall be as valid General Meeting of the company.

VOTE OF MEMBERS

53. On a show of hands every member present in person, by his proxy or authorised representative shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
54. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for the purpose seniority shall be determined by the order in which the names stand in the register of members.
55. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in by his committee curator bonis, or other person in the nature of committee, or curator bonis, appointed by the Court and any such committee, curator binis, or other person may, on a poll, vote by proxy.
56. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in the company have been paid.
57. On a poll votes may be given either personally...

58. The instruments appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a Corporation, either under the common seal or under the hand of any Officer or attorney so authorized.

59. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or anotarially certified copy of that the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall bot be treated as valid.

60. An instrument appointing a proxy may be in the following form, or in any other form which the Director shall approve.

I a member of KLEB COMPANY LIMITED do hereby being appoint as my proxy to vote for me and on my behalf at the Annual/on the day of20..... and at any adjournment thereof.

Signed this day of20

(signature of Member)

61. Any Corporation which is a member of the company of 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 bē entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were and individual member of the company

BOARD OF DIRECTORS

62. (a) Unless and until the company in General Meeting shall otherwise determine the number of Directors shall not be less than two but not more than seven.

(b) The undermentioned shall be the first Directors of the company

- 1. Abdallah A. Mbarak Binkleb
- 2. Salmin A. Mbarak Binkleb
- 3. Sabri A. Mbarak Binkleb

43. (a) The remuneration of Directors shall from time to time be determined by the company in General Meeting.

In addition to their usual remuneration, the Directors shall also be paid such travelling hotel, and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors.

44. (a) Each Director may nominate in writing to the Secretary a person approved by his co-directors to act as Alternate Director in his place during his absence or inability to act as such Director.

(b) On such appointment being made, the Alternate Director shall, except as regards remuneration be subject to all respects to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he represents.

BORROWING POWERS

45. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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 of any third party.

POWERS AND DUTIES OF DIRECTORS

46. The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not, by the Ordinance, or by these articles, required to be exercised by the company in General Meeting, subject, nevertheless, to any regulation of these articles, to the provisions of the Ordinance, and to such regulations or being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in General Meeting; but no regulation made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

67. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue (debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.
68. The Board of 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 Committee of Directors;

and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

69. The office of a Director shall be vacated in any of the following events, namely;
- (a) if he resigns by writing under his hand left at the office;
 - (b) if he becomes insolvent or assigns his estate for benefit of his creditors or suspends payment or compounds with his creditors;
 - (c) if he be found lunatic or becomes of unsound mind;
 - (d) if he shall pursuant to the provisions of the Ordinance be prohibited from acting as a Director.

PROCEEDINGS OF DIRECTORS

70. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second vote.

71. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be three Directors present either personally or by their alternate.
72. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of Directors, the continuing Directors/ Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
73. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the remaining Directors can appoint one among their number to be Chairman of the meeting.
74. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
75. A Committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
76. A Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the matter in question shall be referred to the Board of Directors.
77. All acts done by any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
78. A resolution in writing signed by all the Directors or by all the Members of a Committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors, or as the case may be, of such Committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or Members of the Committee concerned.

SECRETARY



*Confirmed & true
Copy of original
7/10/2022*

79. 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.
80. No person shall be appointed or hold office as a Secretary who is:-
- the sole Director of the Company; or
 - a Corporation the sole Director of which is the sole Director of the Company;
 - the sole Director of a Corporation which is the sole Director of the Company.
81. A provision of the Ordinance or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

DIVIDENDS AND RESERVE

82. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.
83. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profit of the Company.
84. No dividend shall be paid otherwise than out of profits.
85. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid on any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest be treated for the purpose of this article as paid on the share.

86. The Directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Directors may from time to time think fit.
87. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders, as the case may be, may direct.
88. No dividend shall bear interest against the company.

CAPITALISATION OF RESERVES

89. (a) The company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way, partly in the other, and the Directors shall give effect to such resolution: PROVIDED THAT a share premium account and a capital redemption reserve fund may, for the purpose of this article, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (b) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of fractional certificates or

by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment paid up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

90. 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 matter 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.

Proper books of account means such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

91. The books of account shall be kept at the registered office of the company, or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

92. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by the company in General Meeting.

93. The Directors shall from time to time in accordance with Section 123 of the Ordinance or any statutory modification thereof for the time being in force, cause to be prepared profit and loss accounts, balance sheets and reports as are referred to in that Section.

84. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters.

Every item of expenditure fairly chargeable against the year's income shall be brought into the account so that a just balance of profit and loss may be laid before the meeting, and, in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

85. 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 less than seven 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 shares or debentures.

AUDIT

86. The company shall at each Annual General Meeting appoint and Auditor or Auditors to hold office until the next Annual General Meeting.

87. A person or Corporation other than the retiring Auditor shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person or Corporation to the office of Auditor has been given by a member to the company not less than fourteen days before the Annual General Meeting and the company shall send such notice to the retiring Auditor and shall give notice thereof to the members not less than seven days before the Annual General Meeting.

88. The remuneration of the Auditors shall be fixed by the company in General Meeting.

89. The Auditors shall be entitled to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and to make any statement or explanation they desire with respect to the accounts.

NOTICES

100. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address or to the address, if any, supplied by him to the company for the giving of notice to him.
101. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting (by airmail services are available) a letter containing the notice, and, unless the contrary is proved, to have been effected seven days after its despatch if addressed to a destination with Tanzania and fourteen days after its despatch in other cases.
102. A notice may be given by the company to the joint holders of a share by giving notice to the joint holder named first in the register in respect of the share.
103. Notice of every General Meeting shall be given in some manner hereinbefore authorised to every member of the company except those who (having no registered address) have not supplied to the company an address for the giving of notices to them. No other person shall be entitled to receive notice of General Meeting.
104. The Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of at least two Directors or a Director and the Secretary or such other person as the Directors may appoint for the purpose and those two Directors or Director and Secretary or other person as aforesaid shall sign every instrument to which the Seal of the company is as affixed in the presence.

WINDING-UP

105. If the company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the company and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

Every Director, Agent, auditors, Secretary and other Officer for the time being of the company shall indemnified out of the assets of the company against any liability incurred by him defending in such capacity and proceeding, whether, civil, criminal in which judgement is given in his favour or in which he is acquitted.

Names, Addresses and Description of Subscribers	Number of shares taken	Signature
1. Abdallah Ahmed Mbarak Binkleb	1500	
2. Salmin Ahmed Mbarak Binkleb	1500	
3. Sabri Ahmed Mbarak Binkleb	500	
4. Fahm Ahmed Mbarak Binkleb	500	
5. Helmi Ahmed Mbarak Binkleb	500	
6. Lutwif Ahmed Mbarak Binkleb	500	

DATED at DAR-ES-SALAAM this 10TH day of JANUARY, 2001

WITNESS TO THE ABOVE SIGNATURES:

NAME: ZAKARIA MAFTAH
 SIGNATURE:
 POSTAL ADDRESS: P.O. Box 23473 DSM
 QUALIFICATION: ADVOCATE



*Certified as true copy
 on this
 7/10/2023*