

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

THE UNION NATION HOLDINGS LIMITED

Incorporated this day of 2020

Drawn by:
Adam Fonad Hamidi (Subscriber)
P.O.Box 2046,
Dar-Es-Salaam
Tanzania (East Africa)

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE UNION NATION HOLDINGS LIMITED

1. The name of the company is THE UNION NATION HOLDINGS LIMITED
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the Company is established are:
 - a. 9609 – Other personal service activities n.e.c, Main activity
 - b. 7020 – Management consultancy activities, Main activity

AND IT IS HEREBY DECLARED that the word "Company" save when used in reference to this Company, in this clauses shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.




4. The liability of the members is Limited.

5. The authorised share Capital of the Company is One Billion (T.Shs 1,000,000,000/=Tshs) divided into Ten Thousand (10000) shares of Tanzanian Shillings One Hundred Thousand (T.Shs 100,000/=) each.

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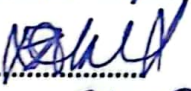
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We, several persons, whose names, postal addresses and description are subscribed, are desirous being formed into Company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the Company set opposite our respective names.

Name and Addresses of Subscribers	Number of Shares taken by subscriber	Signature Subscribers
ADAM FOUAD HAMD P.O.BOX 2046 DAR ES SALAAM TANZANIA (EAST AFRICA)	1000	
AHMED FOUAD HAMD P.O.BOX 2046 DAR ES SALAAM TANZANIA (EAST AFRICA)	1000	
FOUAD MUSTAFA MARTIS P.O.BOX 2046 DAR ES SALAAM TANZANIA (EAST AFRICA)	8000	

Dated at DAR-ES-SALAAM this 10TH Day of October 2020

Name: ERICK ABEL BYANSHILO

Signature: 

Postal: P.O.BOX 71908 DAR ES SALAAM

Qualification: ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE UNION NATION HOLDINGS LIMITED

PRELIMINARY

1. In these Regulations:

"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 on which it is to take effect;

"The holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

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

"Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

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

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

3. The Company is private company and accordingly:

(a) The right to transfer shares is restricted in the manner hereinafter prescribed.

- (b) The number of members of the Company is limited to fifty as further provided for in the Act.
- (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 bearers.

4. The share Capital of the Company is One Billion (T.Shs 1,000,000,000/=Tshs) divided into Ten Thousand (10000) shares of Tanzanian Shillings One Hundred Thousand (T.Shs 100,000/=) each..

- 5. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transferor any share, whether or not it is a fully paid share.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 6. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by Ordinary Resolution determine.
- 7. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by Special Resolution determine.
- 8. 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 that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separated 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 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 present in person or by proxy may demand a poll.

We, several persons, whose names, postal addresses and description are subscribed, are desirous being formed into Company in pursuance of this Articles of Association and we respectively agree to take the numbers of shares in the capital of the Company set opposite our respective names.

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FOUAD MUSTAFA MARTIS P.O.BOX 2046 DAR ES SALAAM TANZANIA (EAST AFRICA)	8000	

Dated at DAR-ES-SALAAM this 10TH Day of October 2020

Name: ERICH ABEL BYANSHEKO

Signature: [Handwritten Signature]

Postal: P.O.BOX 7908 DAR ES SALAAM

Qualification: ADVOCATE

