

THE COMPANIES ACT (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

401 LOGISTICS LIMITED

1. The name of the Company is **401 LOGISTICS LIMITED**.
2. The Registered Office of the Company will be situated in Tanzania.
3. **The Main objects for which the Company is established are:** (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or the application of any rule of construction ejusdem generis or otherwise).
  - a) To carry on the business of the public carriers, transporters and carriers of goods, passengers, merchandise, commodities and luggage of all kinds and descriptions in any part of Tanzania and/or abroad, on land, water, rail or road and air or by any means of conveyance whatsoever, in its own name or as an agent.
  - b) Manage, run, contract, handle, operate as consultancy/provider of Supporting and auxiliary transport activities for fleet carriers, transporters, in all its branches on land, air, water for transporting goods on all routes and lines on National and International level.
  - c) To carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in Tanzania or abroad in relation to transport of persons and goods, of all kinds and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company.

- d) To act as representative, Agent, Sub Agent, Commission Agent of Tanzanian and foreign Companies, Firms, persons, states and other bodies Corporates and to represent them before the different authorities Corporates and bodies and to act as their Sales, purchase representatives and to render services to them for transporting warehousing, distributing, and maintaining all types of goods and Equipments in good conditions supplied by the principals.
- e) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to act as customs agents, wharfingers, landing agents, stevedores, and longshoremen.
- f) To enter Joint Venture with other logistics companies and to provide consultancy services to other Logistics companies including services for their acquiring various licenses from prescribed Authorities.
- g) To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aero planes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipments and machines.

**The objects incidental or ancillary to the attainment of the above main objects are:**

- h) To provide all kinds of transportation services, logistics consultancy services and its auxiliary logistics services.
- i) To purchase or by any means acquire any freehold, leasehold or other property for any estate or interest whatsoever and any rights, privileges or assessments over or respect of any property or any buildings, factories, millworks, roads tramways, machinery, engines, rolling stock, plants vessels or things and real personal property of rights whatsoever may be conveniently used with or may enhance the value of any property of the Company.
- j) To enter into any arrangements and contracts with Government or Authorities (Central, Municipal, Local or otherwise) or any Corporations, Companies or Personal having objects that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, Corporation, Company or persons any characters, contracts, decree, rights, privileges and concessions.
- k) To acquire from any sovereign, state, or authorities any concessions, grants, decrees, rights, powers and privileges whatsoever, which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
- l) To borrow or raise or secure the payment of the money in such a manner as the Company shall think fit and in particular by the issue of debenture stock, certificates or other securities perpetual or otherwise charges upon all or any Company's rights and property(present and future)including any

uncalled capital or without any such security and to purchase, redeem, or pay off any such security loan.

- m) To amalgamate or enter into any arrangements for sharing profits, union or interest, co operation, joint venture, reciprocal concession or otherwise with any business or transaction which this company carrying on or engaged in or otherwise with any business or transaction which this company is authorized to carry or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this company. And to take otherwise acquire shares and securities of any such company and sell, hold, re issue with or without guarantee or otherwise deal with the same.
- n) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, for any other purpose, which may seem directly or indirectly calculated to benefit this company. To sell or dispose of the undertaking and property of the Company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or security of any other company having objects altogether or in part, similar to those of this Company.
- o) To construct, erect, maintain and alter any building, machinery, plant works necessary or conveniently for the purpose of the Company. To undertake and execute any contracts for work involving the supply or use any machinery or to carry out to any ancillary or other comprised in such contracts, carrying passengers and goods in Tanzania. Generally to purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or otherwise acquire any privileges of its business and in particular any land, building assessments, machinery plant stock in trade.
- p) To invest and deal with money of the company immediately require upon such securities and in such manner as the company may from time to time determine. Remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the company's capital or debentures or other securities of the company or conduct of its business. To distribute any part of the property of the company in specie among the members.
- q) To lend and advance money or give credit to such persons of the companies may seem expedient and in particular to members of the company and to guarantee to the performances of contracts by such persons. To draw, make, accept, discount, execute and issue cheques, promissory notes, bills, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- r) To carry on the business of purchase and sell of secondhand, reconditioned and brand-new motor vehicles and trucks locally or by way of imports together with its spares and accessories.
- s) To erect, build, construct alter, improve, enlarge, maintain and work any wharves, stores, buildings, shops, factories work, plant or machinery for the company's business.
- t) To carry on the business of importer, exporters and manufactures of, dealers, in, hirers, repairers, cleaners stores, and warehouses of motor cars, motor lorries, motor cycles, cycle cars, motors, motor boats, scooters, cycles, bicycles and carriages, launches, boats, vans, aero planes, sea planes, gliders and other conveyances of all descriptions (all hereinafter comprised in the term "motors and other things") whether propelled or assisted by means of petrol, spirit, steam, gas,

electrical, animal atomic or other powers, engines, chassis, bodies and other things used for, in or in connection with motors and other above mentioned things,

- u) To import, export, manufacture, buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fitting of all kinds for motors and other things and all articles and things referred to in clause (d) hereof or used in. or capable of being used in connection with the manufacture, maintenance repairer or working thereof.
- v) To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity, atomic and other motive power to motors and other things.
- w) To carry on the business of running motor omnibuses, taxi cars, tractors, lorries and motor cars of all kinds, aero planes, and seaplanes of all sorts and all such lines as the Company may think fit and transport passengers and goods and generally to carry on business of common carriers by air, land or water by any vehicle whatsoever.
- x) To carry on any other trade or business whatsoever which in the opinion of the company, be to its advantage or benefit carried on whether by way of -execution of extension of, or in connection with any business of the company or is not calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the Company's asset, property or rights.
- y) To purchase or otherwise acquire any property or assets whether real or personal, which it may be considered necessary or expedient for the company to possess including any inventions, patents, trademarks, designs, copyrights, schemes, and secret and other processes.
- z) To pay all or any part of the expenses of and preliminary and incidental to the promotion, formation and establishment and registration of this company, and all commissions, brokerages, discounts, underwritings, and other expenses lawfully payable.
- aa) To do all or any of the above things in any part of the world and either as principles or agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub-agents' trustees or otherwise.
- bb) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.



**AND IT IS HEREBY EXPRESSLY DECLARED** that: -

In the construction of these presents unless the context otherwise requires, the singular number shall include plural and vice versa. And it is hereby declared that this word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not. Whether domiciled in Tanzania or elsewhere, and in the intention is that the several objects specified in the several paragraphs of this clause shall receive the widest construction and that the several objects specified in each paragraph of this clause shall be independent main objects and shall be in no wise limited or restricted 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 share capital of the Company is Tanzania Shillings **TEN MILLION** (Tshs. 10,000,000/=) divided into 10000 shares of Tanzania Shillings One Thousand (Tshs. 1,000/=) each. The shares in

the original or other special rights, privileges, conditions or restrictions as to dividends, capital voting our respective names.

We, the several persons whose names and address 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.

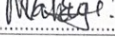
Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
AHMED MOHAMED SALEHE AWADH P. O. BOX 590 MOROGORO	9900	
ABDALLA MOHAMED OMAR P. O. BOX 590 MOROGORO	100	
<b>Total Number of Shares taken</b>	<b>10000</b>	

Dated at Dar es Salaam this 21<sup>st</sup> day of October 2021

Witness to the above signatures

Name: VIOLETH EDMUND MAHUGI.

Postal Address: P. O BOX 12673, DAR ES SALAAM

Signature:  .....

Qualification: NOTARY PUBLIC AND COMMISSIONER FOR OATHS

