

THE COMPANIES ORDINANCE

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

H & A UNIQUE SAFARIS 2000 LIMITED

TANZANIA
Date Filed: 12/01/22
Page: 3-6-99
Registration No. 08199332
Registrar of Companies

1. The name of the Company is **H & A UNIQUE SAFARIS 2000 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 of tour operators and safaris, to fit out, organize and conduct all kinds of expeditions, journeys, trips, safaris and safaris arrangers with all necessary and useful equipment and conveniences.
 - (b) To carry on the business of travel and tourist agent or contractors; running of motor vehicles, omnibuses and vehicles of all kinds to and between such places and on such lines as the Company may think fit and to transport passengers and goods and generally the business of public and private conveyance proprietors
 - (c) To carry on the business of hotels, taverns, inns and lodging house keepers; to establish camps and conveniences of all kinds for tourists and passengers and others including reserving and providing hotel, messing and lodging accommodation, guides, safe deposits, inquiry bureau.

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Date: 12/21/2022

- [d] To undertake and carry on the business of exporters and importers and to engage in the business of clearing and forwarding, commission agents, insurance agents, financial agents, provision merchants, management and spraying including fumigation services, beaters, spray painters, decorators, plumbers, freighters, hauliers, godown keepers, dealers in hardware and building materials, wines, beers, spirits, liquors, soft drinks, and tubes, petrol, lubricants and petroleum products, garage and service station proprietors, saloons and beauty parlours, engineers, vehicle body builders, upholsterers, stationers, printers publishers, book sellers, bakery, baking houses, shops and appliances suitable for such baking manufacturing and dealings.
- [e] To carry on business as Painters, spray painters and Decorators either as a sole contractor or sub-contractors.
- [f] To carry on the business of Printers, engravers, publishers, book and print sellers, book binders, lamination, news agents, publishers of Newspapers, Magazines and to act as agents thereof, to Print and Sell Post Cards, wedding and other occasional and or seasonal cards, also to open up, run and manage stationeries shops either as wholesaler or retailers.
- [g] To deal in engravings, prints, pictures, drawings, and any written engraved, printed or printed products, to act as advertising agents, advertising contractors, designers of advertisements, paper makers, makers of rubber stamps, rubber plates, rubber stereos and printing and all other ink manufacturer in all of their branches.
- ~~[h] To own, operate, run, supervise a Photo lab and all aligned activities, deal with film and film sells and generally to do all such activities in furtherance of the Photo lab business.~~
- [i] To fully engage in the business of Export and Import of commodities either as principal or Agent.



inconnection with any of its objects and for that purpose to establish, acquire, buy maintain and operates stores, shops, warehouse and workshops.

- [p] To buy, sell service and generally deal with motor spares, office machines, industrial machines and agricultural machines of any description whatsoever and to act as general mercharits and traders both whole sale and retail and for such purposes to open and maintain shops, stores, warehouse and workshop.
- [q] To buy and sell and generally deal with any industrial lubricants either as principal or agents, which in the opinion of the Company may be conveniently dealt with by the company inconnection with any of its objects or may directly or indirectly enhance the value or render more profitable and property of the company.
- [r] To buy and sell and other petrol products either by establishing and running service stations, Petrol Stations, Gas Stations and any activities or business connected therewith or which in the opinion of the directors may conveniently be carried in conjunction therewith.
- [s] To obtain and dispose of Pesticides and all relevant chemicals for controlling of all types of Pests.
- [t] To act as agents for manufactures of Pharmaceutical Products and their accessories and for that purpose to open and maintain Pharmaceutical shops, stores and warehouses, Dispensaries, Health Centres etc.
- [u] To deal or offer industrial and general fumigation service and pest control activities related to this object and to carryon all or any business which in the opinion of the directors may conveniently be carried on in conjunction therewith.
- [v] To undertake electrical installation contracts and for that purpose to establish shops and warehouse.
- [w] To buy, sell and deal in produce commodities of any description whatsoever, goods and products be in industrial products or naturally obtained and also to act as principal or agents to the manufactures of any merchandise.



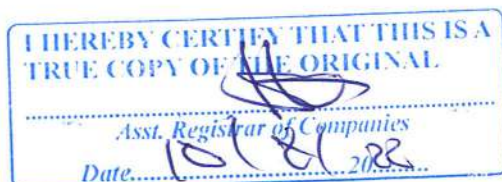
- [j] To carry on all or any of the business of Transport, cartage and haulage contractors, agents, owners, hires and charters of roads, vehicles, aircraft's balloons and ships tugs, barges and boats of every description, lightermen and carries of goods and passengers by road, rail, water or air car men cartage contractors and agents, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers, and generally to carry on the business of common carriers.
- [k] To carry on business or dealing in new or used motor vehicles of any kind and make or description and their spares, and to establish acquire, buy or otherwise obtain, operate and establish workshops or garages for repairs of Motor Vehicles and to sell, rent, lease, loan or otherwise dispose of wholly or in part Motor Vehicles, workshops or Garages.
- [l] To undertake building construction either as principle or sub-contractors, renovations, painting, welding, grill making and supply all sort of building materials and for that purpose to do all of the following business, merchants and dealers in stone, sand, bricks, lime, timber, tiles, general building hardwares and generally to deal in all building requisites or those incidental to such object.
- [m] To take over or enter into contract and execute the same or let the same to sub-contractors, also to become surety for due execution by any contractors of the works and to indemnify any person or persons who may be nominated by the company to undertake such surety ship.
- [n] To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, ~~office works, roads, machinery, walls, fences, stores and sheds~~ and to clear sites for the same or to join with any other person, firm or company in doing any of the things aforementioned and to work, manage and control the same or join with other in so doing.
- [o] To buy and sell and generally deal with Painting and Hardware material of any kind, type and description either as principal or agents, which in the opinion of the company may be conveniently dealt with by the company

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Date: 10/2/22

- [x] To carry on business as millers of all kinds of farm products, to undertake production of Animal Feeds as well as undertaking farming activities, cattle breeding, poultry keeping, planters and generally to grow and cultivate any agricultural product of any description.
- [y] To enter into any agreement with any government institutions, authorities, corporation or companies or persons that may seem conducive to the companies objects or any of them and to obtain from any government, Municipal authority, company or person any charters, contracts, decree rights, privilege and concession which may seem calculated directly or indirectly to advance the companies interest and to take part in the construction, improvement, maintenance, working, management, carry out or control thereof.
- [z] To fully engage in Mining Activities by conducting and carrying on business of gemstone cutting and polishing, gemstone mining and operate as retail and wholesale dealers in gemstone and gemstone products and to carry on business as general Importers and exporters and for that purpose the company may carry such business as Agent of another company, firm or organisations.
- [aa] To purchase or to acquire any shares, stocks, debentures, debenture stock, bonds, mortgage, obligation and other securities in any form from Company association or Corporation carrying on any business which the Company is authorised to carry on by paying thereof in cash or by issue of any share as, stocks or obligations of the company.
- [bb] To receive money on deposit or loan without or with interest and or to borrow or raise money in such manner as the company shall think fit and in particular to issue debenture or debenture stock (perpetual or otherwise) and to secure the payment of money borrowed; raised or owing, with or without interest or expenses which a lender may incur by way of Mortgage, charge or lien upon all any of the property or assets of the company (whether present or future) including its uncalled shares, and also by similar Mortgage charge or lien to secure and guarantee the performance by the company or any other person as the case may be.



- [cc] To invest and deal with the Company money not immediately required upon such securities and in such manner as may from time to time be determined.
- [dd] To establish companies, corporation or association for the prosecution or execution or execution of undertakings, projects, enterprises or business similar to or incidental to the business which the company is authorised to carry on or any business which can be conveniently carried on in connection therewith.
- [ee] 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 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 person whether corporate or unincorporated and whether domiciled in the United Republic of Tanzania or elsewhere; and

[ii] The objects specified in each of the paragraphs of this clause shall be regard as independent objects, and accordingly shall be in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full, and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of the separate and distinct company.

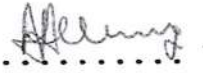

4. The liability of the members is limited.

5. The nominal share capital of the Company is Tanzania Shillings Ten Million (10,000,000/=) divided into one thousand (1000) shares of Tanzania Shillings Ten thousand (Tshs.10,000) each.

6. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto, respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to divided capital, voting or otherwise.



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 our respective names;

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE
MR. ALLY MSAMI P.O.BOX 2189 <u>ARUSHA</u>	350	
MR. HUSSEIN HAMISI P.O.BOX 2189 <u>ARUSHA</u>	350	

DATED this 6th day of April 1999

WITNESS to the above signatures:-



THE COMPANIES ORDINANCE [CHAPTER 212]
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

H & A UNIQUE SAFARIS 2000 LIMITED

INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Ordinance	The Companies Ordinance [Cap.212].
The Station	The Companies Ordinance, and every other ordinance for the time being in force concerning joint stock companies and effecting the Company.
The Register	The Register of Members of the company.
The office	The Registered office of the company.
The Seal	The Common Seal of the Company
Month	Calendar Month
Paid up	Includes credited as paid up
Dividend	Includes bonus
On Writing	Written or printed or produced by any substitute for writing or printing
The Board	The Board of Directors for the time being of the company
Members	A holder of paid-up shares

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.



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12/10/2021
3.6.99
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Words importing persons shall include corporations.

APPLICATION OF TABLE "A"

2. Subject as hereinafter provided, the regulations contained in Table "A" in the first Schedule to the companies Ordinance (Cap 212) (hereinafter referred to as Table "A") shall apply to the Company.
3. Articles
7, 8, 9, 10, 11, 19, 23, 28, 45, 47, 48, 50, 59, 64, 65, 66, 68, 69, 70, 72, 80, 82, 89, 102 and 105 of Table "A" shall not apply to the Company but the Articles hereinafter contained, and the remaining clauses of Table "A" subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRELIMINARY

4. It shall not be an objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the Company or that in the circumstances the Directors of the Company do not constitute an independent Board and every member of the Company, present or future, shall be deemed to join the Company on this basis.

PRIVATE COMPANY

5. The Company is a "Private Company" within the meaning of Section 27 of the Ordinance and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company (2) the number of members of the Company [not including persons who are in the employment of the Company, and persons who, having been formerly in the employment and have continued after the determination of that employment to be members of the Company] shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons held one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.



a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Ordinance or these presents is required to be dealt with in general meeting of the company.

VOTES OF MEMBERS

22. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed act as a proxy unless either he entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

DIRECTORS

23(a) Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than ten. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall require share qualifications.

23(b) The following persons shall be the first Directors of the Company.

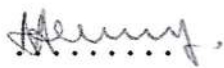

1. MR. ALLY MSAMI
2. MR. HUSSEIN HAMISI

24. The Directors shall be paid out of the funds of the Company all their travelling and other expenses properly necessarily expended by them in or about the performance of their duties as Director and the Directors shall be entitled to be paid out of the funds of the Company as remuneration for their services such sums as the Company may in General Meeting determine.



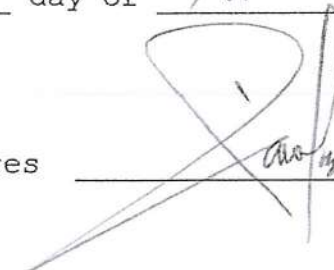
INDEMNITY

61. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 153 of the Ordinance) which he may sustain incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall have effect in so far as its provisions are not avoided by the said Section 153 of the Ordinance.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE
MR. ALLY MSAMI P.O. BOX 2189 <u>ARUSHA</u>	350	
MR. HUSSEIN HAMISI P.O. BOX 2189 <u>ARUSHA</u>	350	

DATED this 6th day of April 1999.

WITNESS to the above signatures _____





DRAWN BY

M/S. MARO & COMPANY
ADVOCATES
COM[R] BUILDING
P.O. BOX 14765
ARUSHA

