

THE COMPANIES ACT (CAP.212) 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

EMMEL AFRICA COMPANY LIMITED

Incorporated this day of 2023

Drawn by:

EMMANUEL THOBIAS BAYA

(Subscriber)

P.O Box 71341

DAR ES SALAAM, TANZANIA

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

EMMEL AFRICA COMPANY LIMITED

1. The name of the Company is EMMEL AFRICA COMPANY LIMITED
2. The Registered Office of the company will be in the United Republic of Tanzania.
3. The purpose for which the company is established to carry on business as a general commercial company pursuant to section 7 of the companies act no 12 of 2002 and without limitation to: -
 - 3.1 To carry on the Trade and business of general Construction Activities.
 - 3.2 To carry on the business of constructors, sub-contractor, quasi-contractor modification, repairing, alteration, modification, removal, redcoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, road, steers ,circles, squares, gardens, and bridges.
 - 3.3 To carry on the business as builders, property developers, Engineering contractors, civil mechanical and labour contractor, building and erection engineers.
 - 3.4 To carry on the business of importers, exporters and manufacturers of prefabricates and precast houses, materials, tools implement and machinery.
 - 3.5 To carry on the business of repairing of dams, towers, underground cables, transmission towers, sewage, tunnels, culverts, stockyards.
 - 3.6 To construct, execute, carry out, equip, support maintain, operate, improve work, develop, administer, manage control, and or otherwise related superintend within or outside the country and construction related works.
 - 3.7 To Carry on the business as builders, property developer, Engineering Contractors, Civil mechanical and labour Contractors, building and erection engineers and manufacturers of prefabricated and precast house, materials, tools, impliments, machinery and metalware in connection therewith or incidental thereto and also to alter, demolish, removal or carryout repairs on such favorable terms and deemed fit and to carry on the business of designers, real estate owners and act as real estate brokers, realtor and agent.
 - 3.8 To carry on the business as builders, property developers, Engineering Contractor, civil, mechanical and labour Contractors, building and

- erection engineers, consultants, dealers in importers, exporters and other item in connection or incidental thereto.
- 3.9 To carry on the business of Plumbing and sanitation and related activities.
 - 3.10 To carry on the business of plants treatment, Water distribution and water works related activities.
 - 3.11 To carry on the business of Environmental Consultant management, audit and Assessments.
 - 3.12 To carry on the business of mining both as seller or supplier and Mining extractor.
 - 3.13 To carry on the business of Real estate activities with own or leased properties.
 - 3.14 To carry on the business of importing, exporting, supplying, distributing of any electrical generators, electrical machinery and parts for electrical generation for government offices and domestic use.
 - 3.15 To carry on all or any of the business of general engineers, assembler, maintainer, importers, exporters, repairs, installers, hires, letter on hire, distributors and agent for the sale of and dealers in engineering, equipments, plant, machinery, appliances, components, accessories, tools and fixture of all kinds, electrical, electronic hydraulic equipment.
 - 3.16 To carry on the business of manufactures, traders, dealers, wholesalers, retailers, importers and exporters of Electronics and Electrical, Electro-pneumatic, Electro Hydraulic, Electro-Mechanical and Electro-Electronic components, equipment, instruments appliances and goods
 - 3.17 To enter into partnership or into any arrangements from sharing profits, union or interests, co-operation, joint venture reciprocal, concession, or other with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to take or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same;
 - 3.18 To establish and maintain any agencies of the conduct of the business of the company or for the sale of any materials or things.
 - 3.19 To purchase, lease or otherwise acquire, and to hold, sell improve, develop, exchange, mortgage or otherwise dispose of any lands, building, machinery or plants, mills, factories, warehouses, or any hereditaments;
 - 3.20 To carry on the business of Factories and Heavy machinery equipment's and Tools consultant.
 - 3.21 To carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring power plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy, wind energy

and deal in all apparatuses and things required for capable for or being used in connection with generation, distribution and supply.

- 3.22 To mobilize resources locally and externally to be used for development activities, including Construction of leased properties.
- 3.23 To carry on the Business of export and Import of Industrial chemicals production.
- 3.24 To Carry on the business and investing in industrial Products and raw materials.
- 3.25 To produce raw material suitable for operating industrial machinery at large.
- 3.26 To act as importer and exporter of heavy industrial machinery and industrial chemical.
- 3.27 To carry on the business as exporters, traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in business of agricultural machinery, implements, equipment's and all kinds of industrial projects machinery.
- 3.28 To carry on the business of general suppliers of all sort and type of goods and services to Industries.
- 3.29 To carry on the business of dealing in marketing and importing, exporting of goods and merchandise.
- 3.30 To engage in and carry-on business of profession of farmers, planters, harvesters, sprayers, seed growers, glazier's breeders, sellers of and dealers of livestock, market gardeners' horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other business in connection with floriculture, arboriculture, agriculture and horticulture.
- 3.31 To carry out business as general distributors and suppliers of all sort and types of cleaning products Food services, Fumigation and Hygiene services to Individuals, Offices, Industries, Shops, Schools, Factories, Hospitals, Military, Ministries and all other Government offices, universities and all other places where the services are needed.
- 3.32 To carry on business as merchant in pest control, pesticides, agrochemicals, agro-products and equipment, construction and industrial equipment which in the opinion of the company are capable of being conveniently dealt with for the benefit of the undertaking of the company
- 3.33 To carry business as a merchant in manufacturing industry, civil and construction works which in the opinion of the company are capable of being conveniently dealt with for the benefit of the undertaking of the company.
- 3.34 To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company in connection with, as ancillary to or independently of any of its business.
- 3.35 To carry on other trade or business whatsoever whether manufacturing or otherwise which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly, to develop any branch of the Company's business or to enhance




the value or render profitable any of the Company's assets, property or rights.

- 3.36 To enter into any arrangements and contracts with Government or Authorities (central, municipal, local or otherwise) or any corporations, companies, or persons, having objects that may seem conducive to the Company's object or any of them and to obtain from any such government, Authority, Corporation, Company, or persons any charters, contracts, decrees, rights, privileges and concessions.
- 3.37 To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions for such considerations as the company thinks fit;
- 3.38 To procure the registration of the company in or under the laws of any place outside Tanzania;
- 3.39 To amalgamate with any other company, whose object is or include objects similar to those of the Company.
- 3.40 To do all such things as may be considered to be incidental or conducive to the above objectives or any of them.

And it is hereby declared that in the interpretation of these clauses the powers conferred on the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause and every paragraph thereof shall be constructed in such a way as to widen and not to restrict those powers of the company.

4. The liability of the members is limited.
5. The Authorized share Capital of the capital of the Company is Tanzanian Shillings One Hundred Million (100,000,000.00) divided into 1000 shares of Shillings 100,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names, addresses and description are subscribed below 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 out opposite our respective names.

Name, Addresses and Description of Subscriber	Number of Shares taken by each subscriber	Signature/Seal of Subscriber
EMMANUEL THOBIAS BAYA P.O BOX 71341 DAR ES SALAAM TANZANIA.	400	
ELIZABETH DAVID TENGA P.O BOX 71341 DAR ES SALAAM TANZANIA.	400	
BONAVENTURE THOBIAS BAYA P.O BOX 71341 DAR ES SALAAM TANZANIA	15	
BARIKI ESSAU MTUI P.O BOX 8060 ARUSHA TANZANIA	5	B.M

Dated at Dar es Salaam this 25 day of 08 2023.

Witness to the above Signature:

Name: Said M. Mteule

Signature: 

Postal Address: 41068 D.S.M



Qualification: Commissioner for Oaths.

THE COMPANIES ACT (CAP 212)

NO 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMMEL AFRICA COMPANY LIMITED

PRELIMINARY

1. The regulations contained in part one of the Table A In the schedule to the Act (as hereinafter defined) shall not apply in the company except so far as they are repeated or continued mentioned in this Articles.

2. “The Companies Act” means the Company act, Act No. 12 of 2002.

“The articles” means these articles as originally formed or as altered from time to time by special resolution.

“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 office” Shall be registered office of the company.

“ the Director’ means the director for the time being of the company;

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

Words denoting the singular include the plural and vice-versa,

Words denoting the masculine gender include the feminine gender, and;

Words denoting persons include corporations, companies, cooperative societies and the like.

“the seal” means the common seal of the company;

3. The Company is private company and it is hereby agreed accordingly that;
 - (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) The Company shall not offer any of its shares or debenture to the public for subscription;
 - (d) The Company shall not have power to issue share warrants to bearers.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The initial share capital of the Company is 100,000,000,000/= (TZS. One hundred Million Shillings) divided into One Thousand (1000) ordinary shares of Tanzanian Shillings One hundred Thousands (100,000/=) each.
5. The shares will be under the control of the Directors, who may allot and dispose of or grant option over the same to such persons, on such terms, and premium and the Directors may at any time in their absolute discretion, and without assigning any reason thereof decline to register any transfer of shares whether it's a full paid or not.
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. 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.
7. 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 threefourths 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 represented by proxy one-third of the issued shares of the class present in person or by proxy may demand a poll.

TRANSMISSION OF SHARES

8. The legal personal representatives of a deceased sole holder of a share shall be the only person recognized by the Company as having any title to the share. In case any share registered in the names of two or more holders, the survivor shall be the only person recognized by the Company as having title to the share.
9. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and to other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.
10. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

SHARE CERTIFICATES

11. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within Sixty(60) days after allotment or lodgment of transfer (or within shares of each class held by him and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine.
12. Every Certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of 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 joint holder shall be sufficient delivery to all joint holders.
13. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

14. The Company shall have first and paramount a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all

money presently payable by him or estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this regulation. The Company's lien, if any, on share shall extend to all dividends payable thereon.

15. The Company may 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 fourteen days after a notice in writing, stating and demanding payment for 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, or the person entitled thereto by reasons of his death or bankruptcy.
16. For giving effect to any such sales the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser 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 this title to the shares be affected by the irregularity or invalidity in the proceedings in reference to the sale.
17. The net proceeds on the sales shall be received by the Company and applied payments such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sum's not presently not payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

18. The Directors may make a call or calls upon the members in respect of any money unpaid on their shares and each member shall, subject of receiving, at last fourteen days' notice specifying the time or times of payment pay to the time or time such specified the amount called on his share.
19. 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 not exceeding ten (10%) per cent per annum from the day appointed for the payment thereof to the time of the actually payment but the Directors shall be at liberty to waive payment of that interest wholly or in part.

20. The Directors may, if they think fit, receive from any member willing to advance the same all or part of the moneys uncalled and unpaid upon any share held by him; and upon all any moneys so advanced may (until the same would, but for advance, become presently payable) pay interest at such rate as may be agreed upon between the member paying the sum in advance and the Directors.

FORFEITURE

21. If a call has been made and a member fails to pay either in lump sum or installment of a call or the day appointed for payment thereof, the directors may, at any time thereafter during such times as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of them as may be call or installment as is unpaid, together with any interest which may have accrued thereon. 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.
22. If the requirements of any such notice as aforesaid are not complied with any shareholder in respect of whom 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.
23. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the company recording the forfeiture and the date thereof and as soon as the shares so forfeited has been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.
24. An entry in the Minute Book of the company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be effected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

ALTERNATION OF CAPITAL

25. The Company from time to time by ordinary resolution may:-
- (a) increase its share capital by new shares of such amount, as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association; and
 - (d) Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
26. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices 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 is made that he declines to accept the shares offered, the Directors may dispose of those shares 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 ration which the new shares bears to held persons entitled to an offer of new shares) cannot, in opinion of the Directors, be conveniently offered under this article.
27. The new shares be subject to the same provisions which reference to the payment of calls, lien transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

BORROWING POWERS

28. The Directors may raise or borrow for the purpose of the Company's business such sum of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage of charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued and capital or by the issue at such price as they may think fit of bonds or debentures either charged upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or not so charged or in such other ways as the Directors may think expedient.

29. A Register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETING

30. A General Meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) as may be prescribed by the company in General Meeting, or in default, at such time in the month following that in which the anniversary of the company's incorporation occurs as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
31. The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings.
32. The Directors may whenever they think fit convene an Extraordinary General Meeting and such Extraordinary General Meetings may be convened by such requisition, or in default may be convened by such requisiteness, as provided by the provisions of the Act. If at any time there are not within country sufficient Directors capable of acting to form a quorum, any Director or any two members of the company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

33. Twenty one days' notice at least (exclusive of the day on which the notice 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 person as are under the regulations of the Company, entitled to receive such notices from the Company but with the consent of all the members entitled to receive notice of such particular meeting, that meetings may be convened by such shorter notice and in such manner as those members think fit.

34. The accidental omission to give notice of any meeting to or the nonreceipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.
35. Subject to Article 32 above, a notice may be given by the company to any member either personally, sent by fax, sent by email or by sending it via post to him to his registered address (if he has no registered address within the country) to the address if any within the country supplied by him to the company for the giving notices to him or by electronic mail and other ways possible to deliver the message. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.
36. The company may give a notice to the joint shareholders of a share by giving the notice to the joint holder named in the register of members in respect of the share.
37. Notice of every general meeting shall be given in some manner hereinbefore authorized to;
- (a) every member except those members who (having no registered address within the country) have not supplied to the company any address within the country for the giving of notice to them; and
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who but for his death or bankruptcy would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of general meetings.
- PROCEEDINGS AT GENERAL MEETINGS**
38. All business shall be deemed special that is transacted at any Ordinary 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 in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
39. No business shall be transacted in 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 personally present shall be a quorum.
40. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (if the circumstance so allows), at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

41. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
42. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose someone of their choice to be Chairman.
43. 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 the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place when a meeting shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) demanded by at least three member present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than fifteen per cent, of the paid – up capital of the company and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, no a show of hands been carried or carried unanimously, or by a particular majority, or lost, and entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.
45. If a poll is dully demanded it shall be taken in such manner as the Chairman directs, and result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to second or casting vote.
47. A poll demanded on the election of a chairman or a question of adjourned shall be taken forthwith. A poll that demanded on any other question should be taken at such time as the Chairman of the meeting direct.

VOTES OF MEMBERS

48. Every member shall be and, or have one vote for each share of which he is the holder.

49. In case of joint holder, the vote senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
50. Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or other legal guardian appointed by the court, and by such committee or other legal guardian may, on a poll vote by proxy,
51. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
52. On a poll vote may be given either personally or by proxy; provided that no any Company shall vote by proxy as long as a resolution of its directors is in accordance with the provisions of the Company Act.
53. The instrument appointing a proxy shall be in writing under the hand of the appointer or of attorney duly authorized writing, or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.
54. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than seventy two hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, in default the instrument of proxy shall not be treated as valid.
55. An instrument appointing a proxy may be in the following form or any other form which the directors shall approve:-

EMMEL AFRICA COMPANY LIMITED

I/we.....of.....being.....a

Member/members of the above named company, hereby appoint

.....of.....or failing himof

as my/our proxy to vote for me/us on my/your behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on theday ofand at any adjournment thereof.

Signed this.....day of20.....

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

CORPORATION ACTING BY REPRESENTATIVE AT MEETING

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

DIRECTORS

58. Until otherwise determined by the Company in General meeting the Directors shall not be less than 2 and not more than 50 in number.
59. The following persons shall be the first Directors of the Company:
1. EMMANUEL THOBIAS BAYA
 2. ELIZABETH DAVID TENGA
 3. BONAVENTURE THOBIAS BAYA
 4. BARIKI ESSAU MTUI

60. A Director shall not be required to hold any share qualification.
61. The Company in General Meeting shall from time to time determine the remuneration of the Directors.

POWERS AND DUTIES OF DIRECTORS

62. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting and registering the Company, and may exercise all such powers of the Company, as are not mentioned by the Act, or by these articles, required to be exercised by the Company in General Meeting, subject nevertheless, to any regulations, 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.

63. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such term, and at such remuneration (whether by way of salary, or commission or participation in profits, or partly in one way, and partly in another), as they may think fit and a Director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation of retirement of Director, but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined.
64. The Director 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 Director.
 - (c) of all resolutions and proceedings at all meeting of the Company and of the Directors, and committees 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 the purpose.
65. The director may by Power of Attorney appoint any person to be the Attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the Attorney or agent to delegate all or any of his power.
66. Company may exercise the powers conferred upon it by Sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DISQUALIFICATION OF DIRECTORS

67. The office of Director shall be vacated:
- (a) If he becomes bankrupt or insolvent or compounds with his creditors;
 - (b) If he becomes of unsound mind or be found lunatic;
 - (c) If he resigns his directorship and, or the office by issuing a written notice to such effect to the Secretary; and

- (d) If the Company by extraordinary resolution resolves to determine his appointment as Director.
68. Any Director may from time appoint any person an alternate or substitute Director for a period not exceeding twelve month. The appointee while holding the office as an alternate Director shall be entitled to notice of meeting of the Directors and to attend and vote thereat as a Director in the place of the Directors so appointing him but he shall not require any qualification and shall not be entitled to remuneration otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by notice in writing signed by the appointer and delivered to the Secretary of the Company.
69. A Director may, in addition to his directorship be employed by and may hold any office or places of profit or otherwise under the company (except that of Auditor) upon such terms as to the remuneration and otherwise as the Directors may arrange. A Director of the Company may also accept office as a Director of any Company promoted or in which the Company is interested, and may subscribe for or otherwise acquired share in such Company and shall not be accountable for any benefit received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
70. A Director or intending Director shall not be disqualified by his office from entering into a contract or arrangement with the Company, either as vendor, purchaser, Manager, agent, broker or otherwise and no such contract or arrangement, or any such contract or arrangement by reason of such Director holding the office of so contractor or of the fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest, if his interest then exists, or in any other case at the first Board Meeting after the acquisition of his interest, and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so vote his shall not be counted, but this to give to the Directors of any of them any security by way of indemnity or security for advances or to settlement or set-off cross-claims, and it may at any time or times be suspended or relaxed by a General Meeting and shall be so suspended and relaxed as long as during any period in which the number of Directors does not exceed two.
71. A general notice that a Director is a member of any specified firm or Company and is to be regarded as interested in any transaction with such firm or Company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or Company as aforesaid.

PROCEEDINGS OF DIRECTORS

72. The Directors may meet together for the dispatch 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 vote the Chairman shall have casting vote, a Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors.
73. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
74. The Directors may elect a Chairman of their meeting and determine the period for which he is to hold office; and unless otherwise determined the period for which he shall hold office shall be one year; but if no such Chairman is elected or if at any one meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors may choose one of their member to be Chairman of the meeting.
75. The Directors may delegate any of their powers to a committee consisting of such member or members of their body as they think fit. 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.
76. A committee may elect a Chairman of its 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 numbers to be Chairman of the meeting.
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 valid as if every such person had been duly appointed and was qualified to be a Director.
78. A Memorandum in writing signed by all the Directors for the time being and posted in or attached to the minutes Book shall be as effective for all purposes as a resolution of the directors passed at a meeting dully Convened, held and constituted.

SECRETARY

79. The Directors shall appoint the Secretary for such term, at such remuneration and upon such condition as they may think fit, and they may remove any Secretary so appointed.
80. Person shall be appointed or hold office as Secretary who is:
- (a) the sole Director of the Company;
 - (b) a Corporation, the sole Director of which is the sole Director of the Company or;
 - (c) the sole Director of a Corporation, which is the sole Director of the Company; and
 - (d) another Company
81. A provision of the Act of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or the same person acting both as Director and as, or in place of the Secretary.

THE SEAL

82. The seal shall be used by the authority of the directors or board of directors. The directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by:
- (a) a Director and by the Secretary; or
 - (b) By two directors.

DIVIDENDS AND RESERVE

83. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
84. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
85. No dividend shall be paid otherwise than out of the profits.
86. 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 upon 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 call shall, while carrying interest, be treated for the purpose of this article as paid on the share.

87. 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 of which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends or for any other purpose to which the profit 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 investment (other than shares of the Company) as the Directors may from time to time think fit.
88. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
89. 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 other of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holder as the case may. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint as the case may be.
90. No dividend shall bear interest against the Company provided that those dividends shall take effect after two years of profitable operations of the company from the date the Company commenced its operations.

CAPITALISATION OF RESERVES

91. Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or any capital redemption, reserve fund, or in the hands of the Company and available for distribution, be capitalized and distributed amongst such of the shareholder as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such premium as the resolution may provide, any unissued shares or debenture stock of the Company which shall be distributed accordingly or in towards payments of the uncalled liability on any issued shares or debentures of debenture stock, and that such distribution or payments shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

ACCOUNTS

92. The Directors shall cause proper books of account to be kept with respect to: All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; All sales and purchases of goods by the Company and the assets and liabilities.
93. The books of accounts 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.
94. The Directors shall from time determine whether and to what extent and what time and place and under what conditions or regulations the account 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 authorized by the Directors or by the Company in General Meeting.
95. 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 delivered, and the amount of gross expenditure, distinguishing the expenses of the established salaries and other like matters, every item of the expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be said before the meeting, and in case where any item of expenditure which may have been occurred within one year, the whole amount to 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.
96. 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 all persons entitled to receive notice of General Meetings of the company.

AUDIT

97. Auditors shall be appointed and their duties regulated in the provisions of the Company Act.

WINDING UP

98. If the Company shall be wound up the liquidator may, with the sanction of any Extraordinary Resolution of the company any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the

same kind or not) 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 or different classes of members. The liquidators 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.




ALTERNATION AND ADDITION

99. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Director with the majority shares at his discretion to the Company by special resolution may make alterations to these Articles and any such alteration so made shall be as valid and effectual as if originally contains in this Articles.

INDEMNITY

100. Save and except so far as the provision of this Article may be avoided by any provisions of the Act, the Directors, Auditors, Secretary and other officers for the time being of the Company and their respective personal representatives shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or their personal representatives shall or may incur or sustain by reason of been concurred in, on omitted in or about the execution of their duty or supposed duty in their respective office, except officers for the time being of the Company and their respective personal representatives shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or their or their or their personal representatives shall or may incur or sustain by reason of done concurred in, on omitted in or about the execution of their duty or supposed duty or supposed duty in their respective officers, except such, if any as they shall incur or sustain through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipt neglect or default of any bankers or other persons with whom any money or effects of for Company shall be lodged or deposited for safer custody, or the insufficiency or deficiency of any security upon which any money of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happened in the execution of their respective officer, or in relation thereto, except the same shall happen by or through their own neglect or default respectively

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

Name, Addresses and Description of Subscriber	Number of Shares taken by each subscriber	Signature/Seal of Subscriber
EMMANUEL THOBIAS BAYA P.O BOX 71341 DAR ES SALAAM TANZANIA.	400	
ELIZABETH DAVID TENGA P.O BOX 71341 DAR ES SALAAM TANZANIA.	400	
BONAVENTURE THOBIAS BAYA P.O BOX 71341 DAR ES SALAAM TANZANIA	15	
BARIKI ESSAU MTUI P.O BOX 8060 ARUSHA TANZANIA	5	B.M

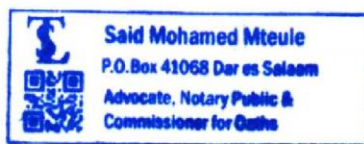
Dated at Dar es Salaam this 25 day of 08 2023.

Witness to the above Signatures:

Name: SAID M. MTEULE

Signature: 

Postal Address: 41068 DSM



Qualification: Commissioner for oaths.