

THE LAWS OF TANZANIA

THE COMPANIES ACT, CAP. 212

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

HWYPPA MARKET SOLUTIONS PUBLIC LIMITED COMPANY.

Incorporated this day of 2022

**Drawn by:
DATHAN.M.MAFURU (ADVOCATE),
MAFURU & COMPANY ADVOCATES,
5th Floor, IPS Building,
P. O. Box 7416,
Dar Es Salaam, Tanzania.**

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A PUBLIC LIMITED COMPANY BY SHARES
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MEMORANDUM OF ASSOCIATION
HWYPPA MARKET SOLUTIONS PUBLIC LIMITED COMPANY.

1. The name of the company is: "HWYPPA MARKET SOLUTIONS PUBLIC COMPANY LIMITED"
2. The Registered Office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - (a) To provide management expertise in form of advice, guidance and operational assistance to businesses and other organizations on management issues such as strategic and organizational planning; decision areas that are financial in nature, marketing objectives and human resource policies and planning.
 - (b) To advice and help businesses and other organizations in planning, organization, resource optimization, control and management.
 - (c) To support businesses and other organizations in designing of accounting methods or procedures, cost accounting programs and budgetary control procedures.
 - (d) To promote products, support sales, marketing and marketing consulting.
 - (e) To create and placing advertising in newspapers, periodicals, radio, television and other media.
 - (f) To carry on business on distribution or delivery of advertising material or samples and creating, placing of outdoor advertising.
 - (g) To providing training, tutorials in business promotion activities, investment in selected sectors and management practices.
 - (h) To undertake investment and business activities directly or indirectly, physical or online in selected sectors and industries including manufacturing, tourism, transportation, mining, agriculture, energy, construction, water, housing, banking, microfinance, insurance, education, health, telecommunications, media, automobile, information communication technology, whole sale, trading, import and export and others
 - (i) To carry on business of distribution or delivery of Goods.

- (j) To operate and supervise on commodity contracts exchanges, future commodity contracts exchanges, securities exchanges, stock exchanges, and stock or commodity options exchanges.
- (k) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this company, or such as may be likely to promote or advance the interests of this company.
- (l) To enter into agreements with any Government or authorities(supreme, municipal, local or otherwise) or any corporations, companies or persons, having object that may seem conducive to the company's objects or any of them and to obtain from such Government authority, Co-operation, company or person, any charters, contracts, decrees, right privileges and concessions that company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and occasions.
- (m) To make and carry into effect workings, traffic and other agreements with governments, municipal and postal authorities, shipping, telegraph entities and other companies.
- (n) To establish, promote, otherwise assist any company or companies for the purposes of acquiring any or the property or furthering any objects, of the company.
- (o) To offer business clinic services which include advisory, consultancy, management, seed capital, branding marketing and business promotions to startups of various size micro, small, medium or large be it private or public to support innovation in the country.
- (p) To provide business incubation services to entrepreneurs of different level micro, small, and medium by supporting services such as management, training, innovation process, physical space, capital, coaching, common services and controlling and supervision, projections, innovations operations, market penetration and other activities of similar nature for the purpose of accelerating growth and resource utilization.
- (q) To let advance money or give credit to JV companies/subsidiary companies on such terms as may seem to be expedient and to guarantee the performance of any contract or obligation and the payment of money to JV/subsidiary companies and generally to give guarantees and indemnities.





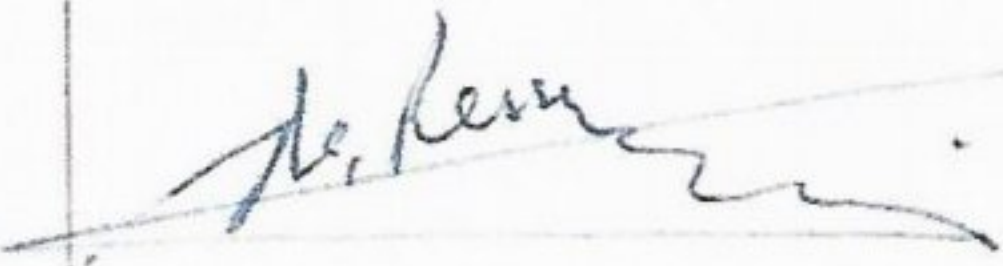
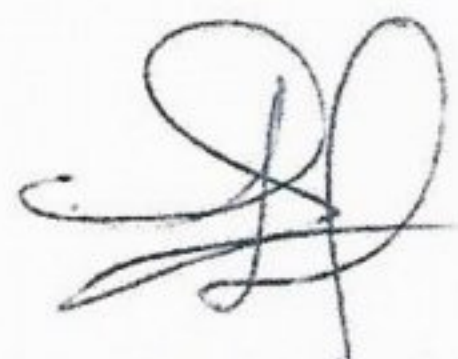
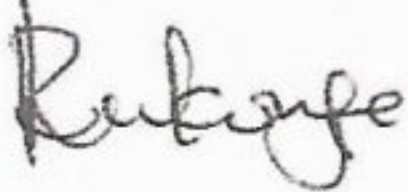
- (r) To borrow or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of the debentures or debenture-stock perpetual or otherwise and convertible into shares in this or any other Company, and to secure the repayment of any such money borrowed raised or received or own mortgage, mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) inducing its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities and also by similar mortgage, charge or lien to secure guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
 - (s) To enter into partnership or any arrangements for sharing or pooling profits, amalgamation, union of interests, cooperation, joint ventures or reciprocal concessions or otherwise or amalgamate with any person or Company carrying on or engaged in or about to carry on or engage in any business or transactions which this Company is authorized to carry on or engage in or any business undertaking or transaction, which may seem capable of being carried on or conducted so as to directly or indirectly benefit this Company.
 - (t) To obtain all necessary permit or license required for the purpose of enabling the company to carry on its business upon such terms and conditions as may be acceptable.
 - (u) To on lease or on hire the whole or any part of the real and personal property of company on such terms as the company shall determine.
 - (v) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government or authority any rights, privileges, contracts, licenses, concessions which the Company may think desirable to obtain, and to carry out, exercise and comply therewith.
 - (w) To acquire from any Government (Central, State, Local or Foreign) or public body, person, authority or from any private individual any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
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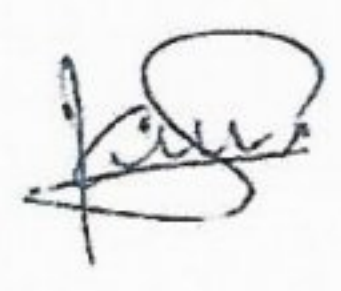
- (x) To distribute or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company, in case of winding up of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the Company so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- (y) The word "company" in this clause, except where used about this company, shall be deemed to include any partnership or another body of persons, whether corporate or unincorporated, and whether unincorporated, registered, resident or domiciled in the United Republic of Tanzania or elsewhere
- (z) To generally do and perform all the above acts and such other things as may be deemed incidental or conducive to the attainment of the above objects or of any of them or any allied objects or which may advantageously or conveniently be combined with the business of the Company in a profitable way.

AND IT IS HEREBY DECLARED that the word COMPANY in this MEMORANDUM when applies otherwise that this company shall wherever the context shall so require or admit to being deemed to include any authority, partnership or another body of persons incorporated or unincorporated and whether domicile in Tanzania or elsewhere and what the intention is that the objects specified in or elsewhere and what the intention is that the objects specified in the several paragraphs of this MEMORANDUM shall be regarded as independent object and accordingly shall be in no wise limited or registered in its application (except when otherwise expressed in such paragraph) by reference to the object in any other paragraph the name of the company but may be carried out in a wide sense as if such of the said paragraphs define the object of a separate distinct and independent company

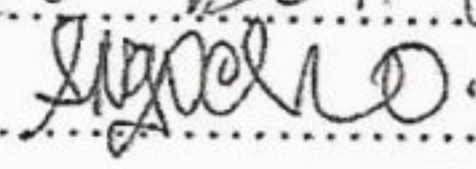
4. The liability of the Member is Limited.
5. The authorized share capital of the company is TZS 500,000,000,000/= divided into One billion(1,000,000,000) ordinary shares of TZS 500/= each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except per the Articles of Association registered herewith.

We, the several persons whose names addresses and description 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;

Name, Address, and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
BONIFACE THOMAS NDENGO, P.O.BOX 923, MUSOMA, MARA Email: bndengo@gmail.com Phone: 0784 519 486	2000	
FRANCIS GASPAR NGOWI P.O.BOX 133 MUSOMA, MARA Email: francisngowi@yahoo.com Phone: 0753 583 661	200	
NKWAYA MAGRETH MASUNGA P.O.BOX 923 MUSOMA, MARA Email: magrethmasungal06@gmail.com Phone: 0686 536 239	200	
JOVINA JOHN MASSANO P.O.BOX 923 MUSOMA, MARA Email: masanojovina@yahoo.com Phone: 0756 989 659	200	
RESPICE BIKUZURO MKAMA P.O.BOX 44 452 BUNDA, MARA Email: rmkama@yahoo.com Phone: 0754 279 340	200	
GOODLUCK RAPHAEL LUKANDIZA P.O.BOX 194 MUSOMA, MARA Email: luekglukandiza@yahoo.com Phone: 0715 707 374	200	
RAHELI NYAFURU LUKONGE P.O.BOX 923 MUSOMA, MARA Email: lukongerachel3@gmail.com Phone: 0759 832 822	200	

SHABAN KHATIBU TARAI P.O.BOX 923 MUSOMA, MARA Email: khatibushaban255@gmail.com Phone: 0753 372 512	200	
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Dated this ...10... day of.....10..... 2022

Witness to the above signatures:
 Name: ...SYLVIA ARUGA NGOCHO
 Address: ...P.O. BOX 1406 MUSOMA
 Signature: ......
 Qualification: ...COMMISSIONER FOR OATHS...

