

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION


OF

MULTI – CABLE LIMITED

As amended by special resolution dated 15th March 2011  
Pursuant to section 11 of the companies Act 2002

Incorporated the day of.....2003

Drawn by:  
Mr. Hassan Alibhai  
(Subscriber)  
P. O. Box 2780  
DAR ES SALAAM

  
Certified as True Copy of the Original  
**Datus Mutalemwa Novath**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign: .....  
Date: 31-05-2024



184/100/16

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

184/100/16

MULTI - CABLE LIMITED

1. The name of the company "MULTI - CABLE LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business as manufacturers of and dealers in all kinds of wires, cables, conductors, and other articles and accessories used in the electrical and allied trades, including but without limiting the generality of the foregoing words, copper and aluminium wire and strip, copper and aluminium strands, steel cord aluminium strands, bunched wires and ropes, cables insulated, sheathed or otherwise covered with paper, carbon paper, cambric, bitumen, varnish oil, oleaginous compounds, rubber, synthetic rubber, plastic, lead, aluminium or any other material or substances, oil pressure cables, gas pressure cables, super tension cables, submarine cables, telephone and telecommunication cables of all types, metal, rubber, plastic tubes, wires insulated with cotton, silk, artificial silk, nylon, glass, resin, varnish asbestos, wool, enamel, synthetic enamel or in any other band fabrics of all kinds.
  - (b) To manufacture and deal in wire and cable components and fittings of all descriptions wire and cable making machinery, cable drums, cable joint boxes, conductors, generators, switch gear, accumulators, lamps, dynamos, motors, heat or other pumps, fuel cells, welding machines, electricity motors, magnetic, radio operated, mechanical, optical and scientific instruments and accessories of all kinds, telephones, radars, telegraphics, wireless and television equipment, apparatus for receiving, transmitting, reproducing or recording sounds, writing or printed matter, designs of any other like matter or thing and all kinds of electrical, telephonic and telegraphic apparatus.
  - (c) To carry on the all or any of the business of manufacturers and producers of and dealers of all kinds of plastic and plastic materials PVC, PVC ingredients, ebonite, vulcanite, porcelain, glass and other factory materials, rubber, synthetic rubber, chemicals and other natural, artificial or synthetic products and materials, and all kinds of articles, goods and things prepared, manufactures or made wholly or partly of any such products or materials.

  
Certified as True Copy of the Original  
**Datus Mutalemwa Novath**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 31.05.2024

- (h) Advice to purchase, take on lease or hire or otherwise acquire in Tanzania or elsewhere any movable and/or immovable property which the company may think necessary or convenient for effecting any of its objects and in particular lands, house, factories, warehouses, plant, machinery, patents, concessions, trade marks, trade name copyrights, licences, stock material or property of any description and to work, use maintain and improve, sell, let, surrender mortgage, charge, dispose of or otherwise deal with the same or any other property of the company, including in respect of any patent rights belonging to the company work the same.
- (i) To consult, to subscribe for conditionally or unconditionally, to underwrite, issue on commission or otherwise, and convey, any such stocks, shares or securities as mentioned in the last preceding paragraph.
- (j) Advise to apply for purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem directly to benefit the company and use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (k) Training and developing, improvements and utilise any land acquired by the company, or in which the company is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate maintain, fit up and improve building agreement any such land, and advance money to, and enter into contracts and arrangements of all kinds with builders or tenants of and others interested in any such land.
- (l) Consult to purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stocks, bonds, debentures, mortgages, deeds of bond and security or other obligations, or any or either of them, of any other company, corporation or person carrying on any business which the company is authorised to carry on, or posses of any property or right suitable for the purposes of the company, and to acquire the business expedient, by amalgamation if deemed or corporation instead of by purchase in the ordinary way
- (m) To promote, form, subsidise and establish any companies or corporations.
- (n) To purchase or otherwise acquire the whole or any party of the undertaking and business of manufacturing and marketing, dealing or otherwise handling fishnets, fishing gears, spare parts, fishing equipments and all other items concerned with fishing.
- (o) To carry on the business as bakers and manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and farinaceous compounds and materials of every

aforementioned plants or other natural and oil substances, prepare, manufacture, mill and render marketable any such oil, to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.

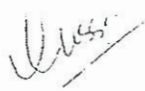
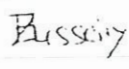
- (w) To carry on the business of meal manufacturers, grain, corn, hay- straw and fodder merchants, vanishes and paint makers, candle and stern makers and manufacturers of lard and margarine and hydrogenated oils.
- (x) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on as shipping agents, commission agents, customs agents, provisional merchants, stockist, importers, exporters, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- (y) To carry on the business of imports of electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural machinery.
- (z) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying in any business which the company is authorised to carry on, or possess property suitable for the purpose of the company.
- (aa) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (bb) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (cc) To adopt means of making known the products of the Company as may seem expedient and in particular by in advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (dd) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions. --

portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (kk) To purchase or otherwise acquire letters, patents, brevets d'invention, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or limited, or any part interest in such letters, patents, brevets, brevet d'invention, concession, licenses, right and privileges, whether in East Africa or in any other part of the world.
- (ll) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in the company may have interests, and to carry on any negotiations or operations for purpose of directly or indirectly carrying out the objects of the company or furthering the interest of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (mm) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit-sharing arrangement with, and to co-operation in any way with or assist or subsidise any Company, firm or person.
- (nn) To promote or concur in the promotion of any Company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of the contracts, obligations of and the payment and repayment of the capital and principal of, and dividend interest or premiums payable on stock, shares and securities of any Company or not, and to give all kinds of indemnities.
- (oo) To sell, lease, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, rights, and effects of the Company or any part thereof for such consideration as may be thought fit and, in particular, for stock, shares and securities of any other company, whether fully or partly paid up.
- (pp) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, or incidental to, the ownership thereof.
- (qq) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or

- (aaa) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights for the time being.
- (bbb) To construct, establish, open, acquire, maintain and carry on factories, warehouses, shops, shop premises any similar establishments of all kinds, and in particular but without prejudice to the generality of the foregoing, retail shops, for the sale and /or dealt in by the company, or of provisions, beverages, clothing and other articles or products whatever which may be required by any employee of the company or of any subsidiary and dwelling houses or other accommodation for employees of the company or for subsidiary.
- (ccc) To purchase, lease, license, take in exchange or otherwise acquire, any lands, buildings, hereditaments, or premises whether freehold or leasehold, or any estates or interests in such lands, buildings, hereditaments or premises, anywhere in the world or options and licenses of any description which the company may think useful of any of its objects or purchases, and to develop, work dispose of or otherwise turn to account the same.
- (ddd) Generally to purchase, take on lease in exchange, hire, or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any leases, options over lands or leases, stands, buildings, servitude, machinery. Plant and also any concessions, licenses trade marks, and other rights in Africa or elsewhere and either solely or jointly with others and to pay thereof in cash or in shares of the company or partly in stock or shares of the company or otherwise.
- (eee) To establish and support, or aid in the establishment and support of associations institutions, and conveniences, calculated to benefit any of the employees or ex- employees of the company, or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibition, or for any public, general or useful object.
- (fff) To amalgamate with any other company having objects altogether or in any part similar to those of this company.
- (ggg) To distribute any of the property of the company in specie among the members.

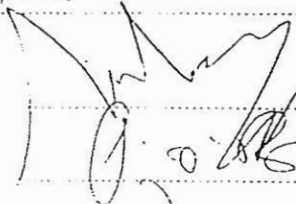
WE, the several person whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the Company opposite our respective names -

NAMES, POSTAL ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
HASSAN ALIBHAI P O BOX 2780 DAR ES SALAAM	500	
HUSSEIN ALIBHAI P.O.BOX 2780 DAR ES SALAAM	500	

DATED AT Dar es Salaam THIS 24<sup>th</sup> OF Febr. 2003

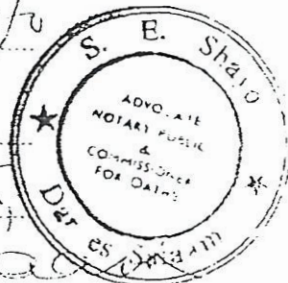
WITNESS TO THE ABOVE SIGNATURES:

NAME: SAMSTER EUREBI SITAJO

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 71934  
Dar es Salaam

QUALIFICATION: Advocate



- (c) Any invitation to the public to subscribed for any shares or debentures of the Company is prohibited.
  - (d) The Company shall not have power to issue share warrants to bearer.
3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer or any person whom it shall in their opinion be undesirable for any person whatsoever to admit the membership.
4. Subject of Clause 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
- (a) No share shall be transferred to a person who is not a member or any person selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by Board of Directors.
  - (b) Every shareholder or trustee in bankruptcy, or any personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors or any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro – rata according to the number of shares already held by them respectively, if there be only or one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or single shareholder who shall have agreed to purchase the same.

10. The Directors may from time to time borrow raise moneys for the purpose to the Company which may exceed the issued share capital of the Company.

#### **BORROWING POWERS**

11. The Directors may raise or borrow to the purpose of the company's business any sum of moneys as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid mortgage or charge upon the present and future, including its uncalled or

#### **ALTERNATIVE DIRECTOR**

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions with reference to the Director of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act as the one whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

#### **SECRETARY**

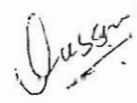
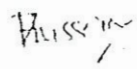
13. The Secretary may be appointed by the Board on such term as will be set by the Directors and discharge all duties at such remuneration and upon such conditions as it may think fit, and the board may appoint a duly qualified person to act in his place.

#### **WINDING UP**

14. With the sanction of the Special Resolution of the Shareholders, any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares.

#### **INDEMNITY**

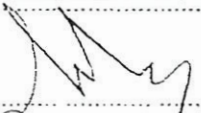
15. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

NAMES, POSTAL ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
HASSAN ALIBHAI P.O.BOX 2780 DAR ES SALAAM	500	
HUSSEIN ALIBHAI P.O.BOX 2780 DAR ES SALAAM	500	

DATED AT Dar es Salaam THIS 24<sup>th</sup> OF Febr, 2003

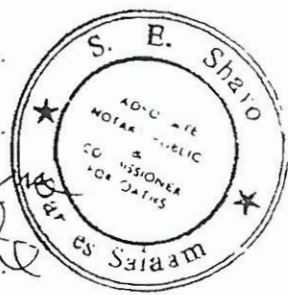
WITNESS TO THE ABOVE SIGNATURES:



NAME: SILVESTER EUSEBI SHAYO

SIGNATURE: 

POSTAL ADDRESS: P. O. Box 11934  
Dar es Salaam

QUALIFICATION : Advocate



  
 Certified as True Copy of the Original  
**Datus Mutalemwa Novath**  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign:   
 Date: 05.2024