

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ORBIS LOGISTICS LIMITED

INCORPORATED THIS DAY OF 2023

DRAWN BY:

AMBROCE MENANCE NKWERA (ADVOCATE),
OBLIGADOS ADVOCATES,
MWALIMU HOUSE BUILDING, 2ND FLOOR, WING "A",
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THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

ORBIS LOGISTICS LIMITED

1. The name of the Company is **"ORBIS LOGISTICS LIMITED"**.
2. The registered office of the Company will be situated in Tanzania.
3. The objectives for which the Company is formed are :-
 - (a) 4923 - Freight transport by road.
 - (b) 4921 - Urban and suburban passenger land transport
 - (c) 9609 - Other personal service activities n.e.c.
 - (d) 4540 - Sale, maintenance and repair of motorcycles and related parts and accessories.
 - (e) To carry on the business of Renting and leasing of the machinery, equipment and tangible goods.
 - (f) To apply for, tender, offer and accept purchase or otherwise acquire any contracts and concessions for or in relation to providing consultancy or any other services relating to the logistics and procurement business.
 - (g) To transact agency business of all kinds and to act as management agents, directors, professional, technical and investment advisers and consultants to all kinds of business.
 - (h) To recruit, employ or engage the services of technical, skilled semi-skilled and unskilled personnel required for carrying out the activities relating to the telecommunication.
 - (i) To enter into contracts of every description in connection with the business of the Company and to amalgamate with any other

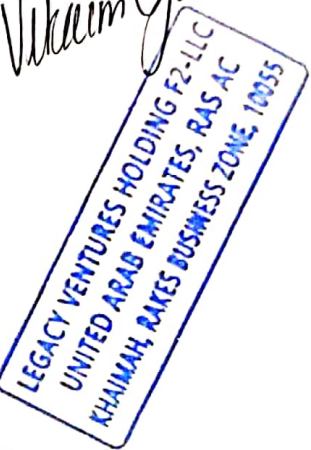
company having objects altogether or in part similar to those of the Company.

- (j) To advertise and adopt means of making known the business activities of the Company or any articles or goods traded in or dealt with by the Company in any way as may be expedient.
- (k) To enter into arrangements with Government, Local Government, or other governmental bodies or authorities and to obtain from them any rights, privileges, contracts and concessions which may assist the company in carrying out its objects.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) To operate bank account in the name of the company for the above-mentioned purpose.
- (n) To sell, lease, transfer, assign, mortgage or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (o) To provide for the benefit of other persons consultancy, advisory, training and management services connected with anything that the Company does in the exercise of its powers, or in which the Company has developed expertise in the course of its business, and to provide training for employees of the Company and for other persons in matters which in the opinion of the Company are connected with the businesses and activities of the Company.
- (p) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them and **IT IS HEREBY DECLARED** that in the

interpretation of this clause the powers conferred upon the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by and part of this clause in any part of the world and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the company⁽¹¹⁾_(SP)

4. The liability of the Members is limited.
5. The share capital of the Company is Tanzanian Shillings One Hundred Million only (Tshs. 100,000,000/=) divided into One Hundred (100) shares of Tanzanian Shillings One Million only (Tshs. 1,000,000/=) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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, POSTAL ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
<p>1. VIKRAM GOENKA,</p> <p>NEW ALIPOLE KOLKATA, 386 BLOCK G, PIN:7000053, WEST BENGAL, INDIA,</p>	<p>1</p>	<p><i>Vikram Goenka</i></p>
<p>2. LEGACY VENTURS HOLDING FZ-LLC.</p> <p>United Arab Emirates, RAS AL KHAIMAH, RAKEZ BUSINESS ZONE, 10055,</p>	<p>99</p>	<p><i>Vikram Goenka</i></p> 

Dated at Dar es Salaam this.....07.....day of MARCH 2023.

WITNESS to the above Signatures:-

Name: AMBROSE MENANCE NKWERE

Signature: *[Handwritten Signature]*

Postal Address: P.O BOX 25220

DAR ES SALAAM

Qualification: ADVOCATE



THE COMPANIES ACT (ACT NO. 12 OF 2002)

(Cap. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

ORBIS LOGISTICS LIMITED

APPLICATION OF TABLE "A"

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table "A" in the Companies Act, Act No.12 of 2002 which shall be referred hereinafter as the ((Act) shall apply to the company same for regulation 22.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

- | | | |
|-----|---------------------|--|
| (a) | "Articles" | Means these Articles of Association of "ORBIS LOGISTICS LIMITED" . |
| (b) | "Board" | Means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained |
| (c) | "Company" | Shall mean "ORBIS LOGISTICS LIMITED" |
| (d) | "Clear days" | In relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect. |
| (e) | "Directors" | Shall mean the Directors for the time being of the Company or if there only be one Director then such one Director. |
| (f) | "Member" | Shall mean a registered shareholder in the Company. |

- (g) **"Month "** Shall mean a calendar month.
- (h) **"Office"** shall mean the registered office of the Company.
- (i) **"The Act"** shall mean the **COMPANIES ACT (ACT NO. 12 OF 2002)** or any statutory enactment or modification thereof for the time being in force, and reference to any section or provisions of the Act shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force;
- (j) **"The Seal"** shall mean the Common Seal of the Company;
- (k) **"The Board"** shall mean the Board of Directors of the Company
- (l) **"Secretary"** shall mean any person appointed to perform the duties of Secretary of the Company.
- (m) **"In writing" or "written"** shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
- (n) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.

PRIVATE COMPANY

3. The Company has been formed as a private company, and accordingly:-
 - (a) 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 of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member;
 - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;

4. The right to transfer shares is restricted in the manner hereinafter provided in these articles.

SHARES

5. The Share capital of the Company is Tanzanian Shillings One Hundred Million only (Tshs. 100,000,000/=) divided into One Hundred (100) shares of Tanzanian Shillings One Million (1,000,000/=) each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company.
6. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.
7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
8. Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
9. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.

10. If the Directors refuse to register a transfer they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

TRANSMISSION OF SHARES

11. In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
12. Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

ALTERATION OF CAPITAL

13. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.
14. The Company may by ordinary resolution:
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

GENERAL MEETINGS

15. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that

year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the company hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.

16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Act.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and fixing, the remuneration of the auditors.
20. Two members, either present in person or by proxy shall constitute a quorum.
21. 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 case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and ay such other time and place as the Directors may determine.

22. The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

DIRECTORS

23. Unless determined by the Company in general meeting the Directors shall not be less than two and not more than eight in number.
24. The following persons shall be first Directors to the Company:-
(1) VIKRAM GOENKA
(2) AMIR ALI KHAN
25. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
26. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be two.
27. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
28. The Directors may from time to time borrow; raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

29. The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

30. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the

Act and to such 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.

31. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

DISQUALIFICATION OF DIRECTORS

32. The office of director shall be vacated if the director:
- (a) resigns;
 - (b) becomes of unsound mind
 - (c) becomes prohibited from being a director by reason of any Court Order;
 - (d) dies;
 - (e) in case of a life director, ceases to be a member of the Company;
 - (f) is voted out of office by an ordinary resolution in General Meeting;
 - (g) is prohibited from acting as a director by the provisions of the Act.

MANAGING DIRECTOR

33. The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into any such particular case, may revoke such an appointment.
34. A Managing Director shall receive such remuneration as the Directors may determine.

SECRETARY

35. The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and the Secretary appointed may be removed by them.

THE SEAL

36. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

37. The Directors shall cause true accounts to be kept:
- (a) of the assets and liabilities of the Company;
 - (b) of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.
38. The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorised by the Directors.

AUDIT

39. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
40. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
41. The Directors may fill up any casual vacancy in the office of auditor.
42. The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

CAPITALIZATION OF PROFITS

43. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for

distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

NOTICES

44. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.
45. Notice of every general meeting shall be given in any manner herein before authorized to every member at his or her registered address or last known address.
46. Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and the auditor for the time being of the Company.

WINDING UP

47. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and 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 purposes set such value as he may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the contributors 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 where there is any liability.

INDEMNITY

48. Every Director, Managing Director, Agent, Auditor, Secretary, and other officers for the time being of the Company shall be



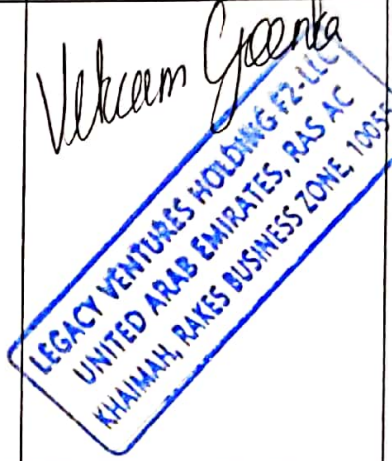
indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under the COMPANIES ACT in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

49. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or addition as made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

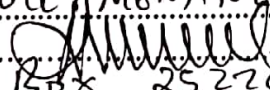
50. If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act, matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Act Cap 15 or any enactment replacing the Arbitration Act.

NAMES, POSTAL ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. VIKRAM GOENKA, NEW ALIPOLE KOLKATA, 386 BLOCK G, PIN:7000053, WEST BENGAL, INDIA,	1	
2. LEGACY VENTURS HOLDING FZ-LLC. United Arab Emirates, RAS AL KHAIMAH, RAKEZ BUSINESS ZONE, 10055,	99	 

Dated at Dar es Salaam this.....07.....day of MARCH.....2023.

WITNESS to the above Signatures:-

Name: AMBROSE AMONANGE NKWERA

Signature: 

Postal Address: P.O. BOX 25220

..... DAR ES SALAAM

Qualification: ADVOCATE

