

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

523915
15/11/2023
[Signature]

OF

MUVINA GENERAL SUPPLIES AND COMPANY LIMITED

1. The name of the Company is **MUVINA GENERAL SUPPLIES AND COMPANY LIMITED**.
2. The Registered Office of the Company will be situate in the United Republic of Tanzania.
3. The objects for which the company is established are:
 - 3.1 To carry on the business of traders, importers, exporters, suppliers, wholesellers, retailers, factory manufactures, agents and representatives, commission agents, deal credere agents, auctioneers, brokers and to buy, sell, hire, pledge, exchange, trade and deal in goods, produce, articles and merchandise of all and every description.
 - 3.2 To buy and sell immovable property, movable property, chattels, goods, stock, shares, and any kind of property whether movable or immovable and any interests, rights or privileges therein and whether of speculative nature or otherwise and also to hire and lease any kind of property or things movable or immovable.
 - 3.3 To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work manage and control any buildings, offices, factories, roads, ways, tramways, railways, branches, or

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Date: 13 / 12 / 2023

- sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company and to join with any other person or company in doing any of these things.
- 3.4 To carry on the business as bankers, financiers, monetary agents, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
- 3.5 To develop and cultivate farms, estates and carry on thereon the business of farmers and planters in the widest sense and in all the branches thereof and allied pursuits including the business of planting, cultivating, harvesting, preparing, processing buying, selling, dealing, exporting, importing, distributing and transporting all agricultural and horticultural products.
- 3.6 To conduct and carry out the business of clearing and forwarding agents and shippers on the basis of commission fee or agency charges in respect of any freight, consignments of goods, ware, merchandise of every kind and description, by air, sea and land and to act as customs agents.
- 3.7 To carry on the business of wholesalers, retailers and a general merchant and traders in all their branches and to buy, sell and deal in articles and commodities and trade of every kind and description.
- 3.8 To carry on the business as proprietors and operators of hotels, restaurants and catering establishments and to manage all types of catering, inside and outside caterers and suppliers of all types of food and drinks for resale and to supply service of any kind and to provide supervision of same if required.
- 3.9 To carry on the business of research, management consultant, tax consultants, feasibility studies and to act as consultants professional and technical advisers and to solve problems relating to administration and organization of industry and business and to act as managers or to direct management of the



business and estates of corporations, forms, foundations or private persons either in the capacity of stewards, agents or receivers or in that of lease of tenants.

- 3.10 To carry on the business of travel and tour operators and agents, safari outfitters, safari organizers and operators to all parts of the world and in East Africa by air, sea, rail, cars or any other method of locomotion and to organize big game fishing safaris and the business of travel bureau or travel agents.
- 3.11 To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, branches, tramways, railways, branches or sideways, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company, and to join with any other person or company in doing any of these things.
- 3.12 To improve, manage develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant licenses easements and other rights or and over and in any manner dispose or turn to profit or deal with all or any part of the property and right of the company.
- 3.13 To undertake and carry on the business of brick makers and sellers, stone and gravel traders and suppliers of all types of building materials and implements, machineries, tractors, cranes, caterpillars and any other tools and machinery used by builders and contractors.
- 3.14 To construct, establish, open, acquire, maintain and carry on the business of warehouses, shops, bonded warehouses and similar establishments.
- 3.15 To establish, carry on and operate the business of office and secretarial services of every type, kind and description.
- 3.16 To carry on the business of manufacturing, repairing, remodeling or otherwise dealing in wooden, metal, plastic, glass, form or

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3.48 To carry on any other business which may seem to the Board of Directors capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render more profitable any of the Company's property.

3.49 To do anything or carry on any kind of business whether or not related to the foregoing which the Board of Directors deems to be for the benefit of the Company's. AND it is hereby declared that the word "COMPANY" in the clause when not used in reference to this company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere and the intention is that the objects specified in each paragraph shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph.

4. The Liability of Members is limited.

5. The share capital of the Company is Five Hundred Million shillings (TShs. 500,000,000/=) divided into 50,000 shares of TShs. 10,000/= each with power for the Company to increase or reduce such Capital and divide the shares in the capital for the time being, whether original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions 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 in accordance with the Articles of Association registered herein.



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 agreed to take the number of shares in the Capital of the Company set opposite our respective names.

S/NO.	NAME AND POSTAL ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER (PERCENTAGE)	SIGNATURE
1.	ALIMONI SIMONI CHAULA P.O. BOX 1613, DODOMA	20	<i>Alimoni</i>
2.	MARY LEONARD SHANGA P.O. BOX 1613, DODOMA.	15	<i>Mary</i>
3.	IDDI BATISTA KAVINDI P.O. BOX 1613, DODOMA.	10	<i>Iddi</i>
	TOTAL SHARES TAKEN	45	

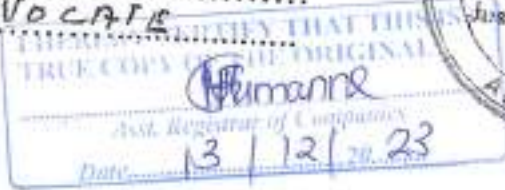
Dated at Dodoma this 14th day of OCTOBER 2009

WITNESS TO THE ABOVE SIGNATURES

SIGNATURES: *Ruhumbika* - 14/10/2009

NAME: Justice Ruhumbika
ADDRESS: Box 1372 DODOMA

OCCUPATION: Advocate



THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT
NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

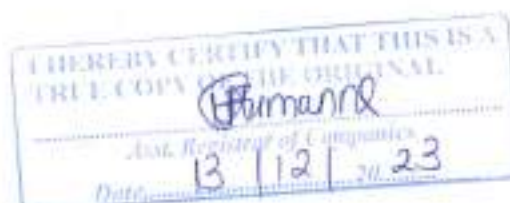
OF

MUVINA GENERAL SUPPLIES AND COMPANY LIMITED

PRELIMINARY

1. The regulations contained in Table A in the first schedule to the Companies Act No. 12 of 2002 shall not apply to this Company save as the same are hereby repeated.
2. In these regulations the words standing in the first column of the table next following shall bear the meanings set opposite to them respectively in the second column thereof in so far as the same are not inconsistent with the subject or content.

The Act	-	means the Companies Act No. 12 of 2002 of the laws of Tanzania or any replacement or amendment thereof.
The Office	-	means the registered office of the Company.
The Secretary	-	means any person appointed to perform the duties of the secretary of the company.



The United Republic of Tanzania.	-	Tanganyika (Tanzania Mainland)
Month	-	Calendar month.
Dividend	-	Dividend declared by the Company and includes bonus.
Proxy	-	shall include an attorney duly constituted under a Power of Attorney.
Writing	-	shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.
Words importing the Singular	-	shall include the plural and vice versa.
Words importing the Masculine gender	-	shall include the feminine gender
Persons	-	shall include Corporations.

Subject as aforesaid, any words or expressions contained in those regulations, except her subject or context forbids, shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which the regulations become binding on the Company.

PRIVATE COMPANY

3. The Company is Private Company and accordingly;
- a) The right to transfer shares is restricted in the manner hereinafter prescribed;
 - b) The number of members of the company (exclusive of persons who are in the employment of the company and of 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 were two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Regulations be treated as a single member;

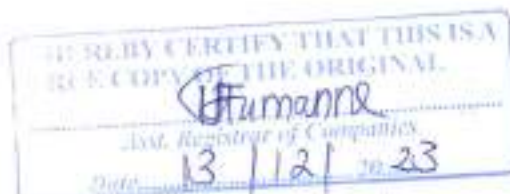
- c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend return of capital or otherwise as the Company may from time to time by Ordinary resolution determine.

ALLOTMENT OF SHARES

4. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant option over, or otherwise dispose of them to such persons on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the ordinance.
5. The Company may exercise the powers of paying commissions conferred by section 56 of the Companies Act No. 12 of 2002 Provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of such price (as the case may be). Such commission may be satisfied by the payment



25. The following persons shall be the first directors of the Company;

1. ALIMONI SIMONI CHAULA
2. MARY LEONARD SANGA
3. IDDI BATISTA KAVINDI

26. The company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional to the existing directors. No qualifying shares shall be necessary to enable a director to hold office and a director need not be a member.

POWERS AND DUTIES OF DIRECTORS

27. 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 such powers of the company as are authorized by the Act. or by these Articles required to be exercised by the company in general meeting, subject never the less to any regulation of the Articles, to the provisions of the ordinance, and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the company in general meeting; but not invalidate any prior act of the director which would have been valid if that regulation had not been made.

28. The Company may exercise the powers conferred by section 43 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted endorsed or otherwise execute, as the case may be in such manner as the directors shall from time to time by resolution determine.

MINUTES

30. The directors shall cause minutes to be in books provided for the purpose;



not present. An alternate director shall have a vote in respect of each appoint or in whose place he is entitled to vote and (if himself and director) may exercise such vote or votes in addition his own vote at a meeting.

SECRETARY

34. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

THE SEAL

35. The director shall provide for the safe custody to the seal, which shall only be used by the authority of the directors or a committee of the directors authorized by the directors in that behalf and every instrument to which the seal shall be affixed.

DIVIDENDS AND RESERVE

36. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the directors.

37. No dividend shall be paid otherwise than out of profits

38. No dividend shall bear interest against the company.

ACCOUNTS

39. The directors shall cause proper books of account to be kept with respect to;

39.1 all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

39.2 all sales and purchases of goods by the company and

39.3 the assets and liabilities of the company.



ALTERATION OR ADDITIONS

43. Subject to the provision of the Act and to those contained in the Memorandum of Association the company may by special resolution make alteration or additions to the articles of Association and any such alteration or additions so 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.

S/NO.	NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1.	ALIMONI SIMONI CHAULA P.O. BOX 1613, DODOMA	20	<i>Alimoni</i>
2.	MARY LEONARD SHANGA P.O. BOX 1613, DODOMA.	15	<i>Mary Leonard Shanga</i>
3.	IDDI BATISTA KAVINDI P.O. BOX 1613, DODOMA.	10	<i>I. Kavindi</i>
	TOTAL SHARES TAKEN	45	

Dated this 14th day of OCTOBER 2009

WITNESS TO THE ABOVE SIGNATURES

NAME: Justice RUMBIKA

SIGNATURES: *[Signature]* 14/10/2009

ADDRESS: P.O. BOX 1372
DODOMA.

QUALIFICATION: ADVOCATE



I hereby certify that this is a true and correct copy of the original.
[Signature]
Asst. Registrar of Companies
Date: 13/12/2023