

THE COMPANIES ACT 2002

MANYANYA PETRO STATION LIMITED

LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

Drawn by:

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62888 24/12/16

THE COMPANIES ACT 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MANYANYA PETRO STATION LIMITED

62888 24/12/16

1. The name of the Company is **MANYANYA PETRO STATION LIMITED**".
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The object for which the company is established are:
 - a) To carry on business as a general commercial Company.
 - b) To carry on the business of purchase or otherwise acquire, sale, store, transport, market, distribute, supply, sell, import, export and otherwise dispose of and generally trade in any and all kinds of petroleum and petroleum products, oil, gas, hydrocarbons, petrochemicals, asphalt, bituminous substance and to undertake all such activities as are connected herewith or ancillary thereto and to take over the running or likely to be running business of alike nature with or without assets, liabilities, rights, privileges, registration, trade mark, import and export registration or any other facility.
 - c) To establish, install, own, purchase or otherwise acquire on rent, manage and maintain offices, stations, plant, machinery and apparatus used for storage, transmission, distribution and use of petroleum and petroleum products.
 - d) To import, export, transport, market and distribute Liquefied Petroleum Gas and to facilitate the business of oil and gas investment holding company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stock, debentures stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Government,

Commissioners, Public Body or authority supreme, dependent, municipal, local or otherwise in any part of the world and to raise money on such terms and conditions as may be thought desirable for any of the above purposes.

- e) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any Company in which the company is interested upon such terms as may be thought fit.
- f) To carry out the business of proprietors and managers of hotels, bar, snacks, night club, restaurant, lodges marquees ,cafes, road houses ,motels, hotel management, safari and holiday camps, caravan sites, guest houses, apartment house keepers ,refreshment and tea rooms, milk and snacks bars , beer houses and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserve along the coast and any other place.
- g) To carry on the trade or business of super restaurant, café, food processing zones, road houses ,auto-court ,motel, holiday camp ,cottages/tenting area, manage construction and mining camps, and manage the above on behalf of others ,caravan sites ,guest houses ,refreshment and tea rooms, milk and snack bar ,tavern, beer houses to provide food and catering services to individuals private and public institutions and to industrial and business concerns ,mining area and air and sea catering , caterers proprietors of places of recreation and amusement ,beach resort, sport and amusement including discotheque a, to be consultants, partners investors, caretakers, participants in joint ventures, commercial and industrial projects at National and International levels.
- h) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers ,retailers and dealers in all types of chemicals, oil pumps equipment, electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive ,motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and

equipment, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron monger, all kinds of readymade garments and used clothes, all types of leather goods, titles, shoes, bags and other similar goods.

- i) To carry on the business of importers, exports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, inkjet technology, hardware, piece wood, paints, glassware, crockery, cutlery, iron monger, turners and other house hold fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- j) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passengers by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, services and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- k) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters haulers, custom bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motorcars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- l) To carry on the business as management consultants, marketing research consultants, East African trade consultants, business consultants, training consultants, investment advisers,

analyst researchers, business transfer agents and valuers, and to acts as intermediaries in the introduction of sellers purchasers, partners and employees and or otherwise for the company or its clients in but not limited to every aspect o business development. To engage and to otherwise carry on the business as general dealers of IT installations. Configuration service and any other things which the company will deem fit to deal with.

- m) To provide business development services and general management consultancy relating to provision of business support and technical expertise in the field of oil and gas, marketing ,information technology ,project management and tourism management to corporate bodies, SMEs, institution, funs, trusts ,individual persons and any other client in Tanzania and abroad.
- n) To carry business of Fire Fighting equipment and General Technical Services, Fumigation and General Supplies, and carry business of importers, exporters, general merchants, general store-keepers ,universal, wholesale and/or retail traders ,dealers of weighing scale, inkjet technology, moisture analysis, lab equipment, solar technology ,piece wood, glassware, crockery, cutlery, tuners and other household fittings and requirements, other articles an commodities of personal, household use and consumption provisions, textiles, medicines, drugs, wines spirits, liquors, chemical surgical, option ,photographic and other instruments, apparatus.
- o) To carry on all or any of the business of stationers,printers,lithographers,stereotypes,electrotypes,engravers,photographic,printer,p hotolithographers,typesetting machines operators, die sinker, envelope makers, book binders, account book manufacturers, machines, rulers numerical, printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any other articles or tings or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services.
- p) To carry on the business of services, consultancy, types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train ,research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

- q) To establish, run, operate and provide all needed services to all kinds of industries. To establish and run all types of manufacturers and trading industries in building materials.
- r) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurance, and to provide consultancy in technical services, oil storage tank erections and all other business which can be carried out in connection to the above.
- s) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- t) To accept payment or rights sold or otherwise disposed or dealt with by the Company either in Cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred guaranteed rights.
- u) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- v) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- w) To carry on the business of general supplies merchants, marketers of industrial products, wholesalers,retailers,manufacturers,importers,exporters,distributors of all merchandise, including machineries of every descriptions, do- it- yourself materials, tools ,general electronic and electronic goods, hardware, charging plants, appliances and supplies of every description; and undertake commercial agriculture production ,processing of all types of farm produces, and operate dump trucks, silos, abattoir, hatchery, cold room storage facilities for purpose that enhances and improves the interests and profits of he company ,carry on, or posses property suitable for the purpose of the company to such persons or companies as may seem expedient and in particular to members of the company and to establish various agencies internationally or nationally for the purpose of achieving the company's objectives, and to collaborate with other companies , where-ever they are with similar objectives and carry on any trade that in the opinion of the company is calculated directly to enhance the value of or render profitable or develop or increase any of the company's assets, property or rights anywhere in the world.

- x) To carry on the business of promoting tourism industry through owning and operating tourist hotels, operating sanctuaries, owning hunting game parks, and providing all ancillary services related to tourism industry but not limited to game hunting, safari guides, mountain climbing guiding, photographic and expeditions, motor cars and aero plane charters, hold booking and any other services.
- y) To carry on business of animal husbandry of all descriptions keepers of poultry for export and local markets, processing of livestock products for local and export market.
- z) To carry on business of dealing in mineral water, aerated water, bottled water, juice and other consumable liquid of whatever description.
- aa) To carry on business owning and operating commercial forests for supplying all kinds of timber, and wood for local and export market.
- bb) To carry on the business of providing environmental care and restoration and establishment of vegetation by hydraulic seeding method and environmental landscaping.
- cc) To carry on the business of supply and installation of all bio-engineering products and commodities.
- dd) To carry on the business of irrigation designs and installation of irrigation systems establishing grass turf, all types of grass farms to cultivate, grow, buy, prepare any kind of fruit such as pineapples, oranges, lime, lemon, grapefruits, guavas, vegetables of all kinds and ideal in any such products either in its raw form or its processed.
- ee) To manufacture, buy, sell, improve, treat, preserve, refine, aerate, mineralize, bottle, can and otherwise deal in mineral aerated waters, juice and other liquids of every description.
- ff) To sink wells, and shafts, and to make, build and construct, lay down acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances and to execute and do all other works and things necessary or are convenient for grass growing, general irrigation and other related activities of the company.
- gg) To carry on the business of motor vehicles garage and repairing and servicing of all types of vehicles and machineries and the business of wholesalers, retailers and distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agricultural and industrial machineries and spares, electrical machinery accessories and spares of all kinds.
- hh) To transact any and every description of agency, commission, commercial, industrial, manufacturing, transport, mercantile and financial business, and to carry on as shipping

agents, commission agents, customs agents, provisional merchants, stockists, importers, exporters, omnibuses and coach proprietor and carriers ,boat owners, ship owners amusement carriers and job masters.

- ii) To carry on 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 and inputs.
- jj) To invest and deal with moneys of the company not immediately required upon each security and in such manner as from time to time be determined.
- kk) To adopt means of making known the products of the company as may seem expedient and in particular by advertising in he 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.
- ll) To enter into arrangements with any government or authority(supreme ,municipal, local or otherwise)or any corporation, companies objects or any of them, and to obtain from any such governments, authority, corporation, or person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable ,to carry out ,exercise and comply with any such charters ,contracts, decrees, rights privileges and concessions.
- mm) To enter into(partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, or otherwise with any persons, firm or company or transaction which this company is authorized to carry on, or engaged in business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- nn) To promote any other company for the purpose of all or any of the Property, and undertaking, or any business or operation which may appear likely to assist benefit this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of each company as aforesaid
- oo) To engage in or carry on the manufacturing, exporting, importing, buying, selling, distributing, supplying, ware housing and in anywise deal in all kinds of goods, plastic items, garments and clothing materials, animal, farm and agricultural products, inputs and materials, machinery's spares, components and parts, consumer and producer goods,

domestic goods, chemical products, stationers, artisan and ornamental goods and general items, products and goods.

- pp) To engage in and carry on the marketing of various consumer and producer goods of any type whatsoever, to export from Tanzania and to import to Tanzania the said goods, to reprocess, grade, preserve, distribute, transit and sell the said goods throughout and outside Tanzania.
- qq) To acquire by purchase, exchange or otherwise, whether in possession or in reversion, and whether vested or contingent, lands, houses, buildings, offices, workshops, premises and any fixed and moveable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, and hereditaments, tenements and hereditaments of any tenure, whether subject or not to any charges, encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements or hereditaments.
- rr) To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any characters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such characters, contracts, decrees, rights, privileges and concessions.
- ss) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation under taken by the company or any other person or company as the case may be.
- tt) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

aaa) To distribute among the members of the company in kind and property of the company, and in particular any shares or securities of other companies belonging to this company.

bbb) To act as agents or brokers and as trustees for any person or company and undertake and perform subcontracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

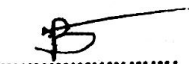
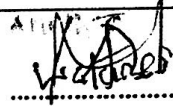
ccc) To do all such other things as the company believes to be incidental to or conducive to the attainment of all or any of the above objects.

And it is hereby declared that the word "Company" in this clause, except where used in reference to the company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in the United Republic of Tanzania or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the Members is limited

5. The share capital of the company is Tanzania Shillings Ten billion (Tshs. 10,000,000,000/=) divided into 500,000 shares of Tshs. 20,000 each. The company shall have power to divide the original or any increased capital into several and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions. The Company shall by a resolution of members or by a resolution of Directors have the power to amend or modify any of the conditions contained in this Memorandum of Association.


We, the several persons whose names and addresses are subscribed hereunder, 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, Addresses and Descriptions of Subscribers	No. of Shares Taken	Signature of Subscribers
BAHATI MSAJIE MNOZYA P.O BOX 132 TUNDUMA	168,000	Bahati 
ANETI JOSEPH MWAKINDU P.O BOX 132 TUNDUMA	166,000	Aneti Joseph 
PENDO WILLIAM SICHIMATA P.O. BOX 132 TUNDUMA	166,000	Pendo PENDO SICHIMATA.....

DATED this 18th day of February 2016.

WITNESS to the above signatures:

Signature



Postal Address

19980 DSM

Qualification

ADVOCATE
