

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

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Memorandum

And

Articles of Association

OF

A NOMAD'S REST LODGE COMPANY LIMITED

Incorporated this 03 day of July 2023

Drawn by:

ALFAN RICHARD TEMBA

(SUBSCRIBER)

P.O BOX 16846

ARUSHA

**THE COMPANIES ACT, 2002  
(CAP.212)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**A NOMAD'S REST LODGE COMPANY LIMITED**

1. The name of the company is A NOMAD'S REST LODGE 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 carry on business as a general commercial company;
  - b. To carry on the business of tour operator and travel agency activities;
  - c. To carry on the business of Camping Grounds, recreational Vehicle parks and Accommodation;
  - d. To carry on the business of other reservation service and related activities;
  - e. To carry on the business of general consultancy;
  - f. To carry on the business of real estate activities with own, leased property, fee or contractual basis;
  - g. To carry on the business of urban and suburban passenger land transport;
  - h. To carry on the business of Accounting, bookkeeping, Auditing and Tax consultancy Activities;
  - i. To carry on the business of wholesale or retail of construction Materials, hardware, plumbing, heating equipment and supplies and equipment's;
  - j. To carry on the business of other financial service activities, except insurance and pension fund activities;
  - k. To carry on the business of non-life insurance;

**THE COMPANIES ACT, 2002  
(CAP.212)**

**COMPANY LIMITED BY SHARES**

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  - j. To carry on the business of other financial service activities, except insurance and pension fund activities;
  - k. To carry on the business of non-life insurance;

- l. To carry on the business of freshwater aquaculture;
- m. To carry on the business of construction of buildings;
- n. To carry on the business of other mining and quarrying;
- o. To carry on the business of general cleaning of buildings;
- p. To carry on the business of event catering;
- q. To carry on the activities of employment placement agencies;
- r. To carry on the business of warehousing and storage;
- s. To carry on the business of pre-primary and primary education;
- t. To carry on the business of Wholesale, retail of textile, clothing and footwear;
- u. To carry on the business of selling and distributing by retail or wholesale building materials of each and every description;
- v. To deal with export, import, whole sale and retailers of business of boutique including shoes, clothes, ornaments, bags, cosmetics and other related items;
- w. To act as manufactures agents, general agent and commission agents for products of all description and further establish agencies in different parts of the world for the purpose of carrying on any wall business of the company;
- x. To construct and carry on the business of Hotels, food supply, Restaurants, laundry, and hiring of halls;
- y. To carry on the business of large scale farming including but not limited to the establishment, buying or otherwise acquiring farms and properties thereon or useful thereto, and to carry on the business of the buying, selling or otherwise disposing of agricultural product of any kind type or description;
- z. To carry on all or any of the traders and business of farmers, planters, grazers, breeders of and dealers in livestock, market gardeners,


agriculturists, horticulturists, and dairy meat and any other trade or business in connection with agriculture or horticulture;

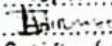
- aa. To carry on the business of horticulturists and seed merchants, timber growers and sale of timber, and trees of all kinds, arable and fruit farmers, millers and manufacturers of cereal products and the sale of flour, fruit and all cereal or farm products;
- bb. To carry on the businesses of dairymen, cheese, yoghurt and butter manufacturers and merchants, poultry and livestock breeders, butchers, bakers, confectioners, refreshment contractors, grocers and general provision merchants and dealers;
- cc. To sell, breed, import, export, prepare, deal, trade in cattle, pigs, poultry game and live and dead stock of every description, dairy products, sausages, potted or tinned meats, table delicacies and any other commodities and goods;
- dd. To carry on all or any of the businesses of wholesale and retail butchers, sausage and delicatessen manufacturers, ham and bacon cavers, refiners of lard, poultry, rabbit and game dealers, refrigerated store keepers, farmers, milk contractors, grocers, dairy farmers and dealers in dairy products, general farm produce and provisions and foodstuffs of all kinds;
- ee. To subscribe for, purchase or acquire and hold any shares, stock, debenture, debenture stocks, bonds, mortgages, obligations and other securities in any firm, company, association or corporation by paying thereof in cash or by the issue of any shares stocks or obligations of the Company;
- ff. To lend and/or borrowing and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customer and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- gg. To buy and sell immovable property, moveable property, chalets, goods, stock, -shares, and any kinds 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

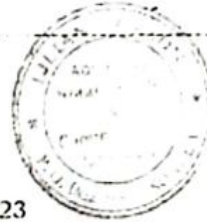
4. The liability of members is limited.

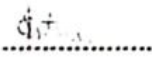
5. The initial share capital of the Company is 50,000,000/= divided into 5,000 ordinary shares of TShs. 10,000/= each, with power of the company to increase or reduce the said capital and issue any part of its capital original or increased with or without any preference priority or special privilege or subject and so that unless the condition of issue shall otherwise expressly decide every issue of shares whether declined to be preference or other otherwise shall be subject to the power hereinabove contained.

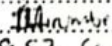
We the several persons whose names and addresses are subscribed are desirous of being formed into a company B in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set to opposite our respective names.

| Name and Address<br>Of subscribers                               | Number of shares taken<br>by subscriber | signature of<br>subscribers   |
|--|---|---|
| <b>ALLAN RICHARD TEMBA</b><br>P.O. Box 16846,<br>ARUSHA-TANZANIA | 3,000 shares                            |  |

WITNESS TO THE ABOVE SIGNATURE:  
Name: LILLIAN SAMSON MURUMBE  
Signature:   
Address: 957, Sumbua  
Qualification/Occupation: Associate  
Dated at Arusha on this 2<sup>nd</sup> day of July 2023



|   |              |   |
|---|--------------|---|
| <b>CORNELIUS SEBASTIAN TIRTIRAU</b><br>P.O. Box 16846,<br>ARUSHA-TANZANIA | 2,000 shares |  |
|---|--------------|---|

WITNESS TO THE ABOVE SIGNATURE:  
Name: LILLIAN SAMSON MURUMBE  
Signature:   
Address: 957, Sumbua  
Qualification/Occupation: Associate  
Dated at Arusha on this 2<sup>nd</sup> day of July 2023

**THE COMPANIES ACT, 2002  
(CAP.212)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**A NOMAD'S REST LODGE COMPANY LIMITED**

**TABLE A EXCLUDED**

1. The regulations in Table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

**INTERPRETATION**

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

**WORDS AND MEANINGS**

3. Words And Meaning

**"Articles"**: these Articles of Association as originally framed or as altered from time to time by Special Resolution;

**"A Shareholder"**: any holder from time to time of the Shares;

**"Associate"**: a company which is a subsidiary or holding company of that company, a subsidiary of a holding company of that company, or in relation to any person a company where not less than 20% of its issued share capital is owned by that person;

the **"Directors"**: the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

the **"Office"**: the registered office for the time being of the Company;

the **"Act"**: the Companies Act 2002 and every statutory modification and re-enactment thereof for the time being in force;

**"Tanzania"**: it means the mainland of the United Republic of Tanzania;

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender;

And

Subject as aforesaid, any words or expression defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

## SHARES

4. The initial share capital of the Company is TShs. 50,000,000/= divided into 5,000 ordinary shares of TShs. 10,000/= each.
5. 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, voting, return or capital or otherwise as the Company may from time to time by special resolution determine.
6. Subject to the provisions of Section 47 of the Act, the redeemable preference shares will be issued on the terms that they are, or at the option of the Company are liable to be, redeemed in accordance with Article 124 and have the rights in a winding up as set out in Article 126.
7. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
8. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company: provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of Section 56 of the Act shall be observed.
9.
  - a. The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the Company in accordance with the provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.
  - b. The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share capital of the Company upon its incorporation.
  - c. The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
10. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.
11. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize

and equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as required by law.

12. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate (under the Company's common seal or for all the shares registered in his or its name, specifying the number and (where necessary) denoting numbers of the shares in respect of which it is issued and the amount paid up thereon; Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or by an assistant or Deputy Secretary. Where only part of the shares comprised in a certificate is transferred, the member transferring shall be entitled without payment to a certificate for the balance thereof.
13. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company investigating the evidence as the Directors shall require but otherwise free of charge and in case of defacement or wearing out on deliver up of the old certificate.

#### LIEN

14. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his or its debts, liabilities and engagements, whether solely or jointly with any other person, for his or its debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provision of this Article.
15. The Directors may sell the share subject to any such lien at such time or times and in such time or times and in such manner as they think fit, but no sale shall be made until such time as the monies in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due to specifying the liability or engagement and demanding payment or fulfillment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the person (if any) entitled by transmission to the shares, and default in payment, fulfillment or discharge shall have been made by him or them for fourteen days after such notice.
16. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the

case may be, and the balance (if any) shall be paid to the member or the persons (if any) entitled by transmission to the shares so sold.

17. Upon any such sale as aforesaid, the Directors may authorize some persons to execute an instrument of transfer of the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
18. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses (if any)

#### **CALLS ON SHARES**

19. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the installments (if any) and at the times and places appointed by the Directors.
20. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
21. The joint holders of a share shall be jointly and severally liable for the payment of all calls and installments in respect thereof.
22. If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or installment at such rate not exceeding 20 per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.
23. Any such which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.
24. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.
25. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and

- (2) The assets available for distribution among the members shall then be applied in the following priority:
- (a) First, in the payment to the holders of redeemable preference shares in respect of each redeemable preference share held by them of a sum equal to the nominal value and share premium paid on each redeemable preference share at the time of allotment to the extent that there are sufficient assets available to enable such payment to be made;
  - (b) Second, in the payment to the holders of the ordinary shares in respect of each ordinary share held by them of a sum equal to the nominal value of each such ordinary share to the extent that there are sufficient assets available to enable such payment to be made; and
  - (c) Third, the surplus assets of the Company (if any) shall be divided among the members.

128. 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 purpose set such value as he deems fair upon any property to be divided as aforesaid and 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 such assets in trustees upon such trusts for the benefit of the contributories 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 whereon there is any liability.

#### **INDEMNITY**

129. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor 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 any application in which relief is granted to him by the Court from liability for negligence, default, breach of trust in relation to the affairs of the Company.

Name and Address  
Of subscribers

Number of shares taken  
by subscriber

signature of  
subscribers

**ALLAN RICHARD TEMBA**  
P.O. Box 16846,  
ARUSHA-TANZANIA

3,000 shares

*Aruba*

WITNESS TO THE ABOVE SIGNATURE:

Name: LILIAN SAMSON MURUMBE

Signature: *[Signature]*

Address: 957 KENYA

Qualification/Occupation: ANALYST

Dated at Arusha on this 3<sup>rd</sup> day of MAY 2023



**CORNELIUS- SEBASTIAN TIRTIRAU**  
P.O. Box 16846,  
ARUSHA-TANZANIA

2,000 shares

*[Signature]*

WITNESS TO THE ABOVE SIGNATURE:

Name: LILIAN SAMSON MURUMBE

Signature: *[Signature]*

Address: 957 KENYA

Qualification/Occupation: ANALYST

Dated at Arusha on this 3<sup>rd</sup> day of MAY 2023

