

THE COMPANIES ACT
(Cap. 212)
COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

MC-BAUCHEMIE TANZANIA LIMITED

Incorporated this Day of2023

DRAWN BY:
MC-BUILDING CHEMICALS MUELLER & PARTNERS
P.O BOX 77949
DAR ES SALAAM
TANZANIA

 Certified as True Copy of the Original
George Josephat Bega
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 20/2/24

THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES




MEMORANDUM OF ASSOCIATION

OF

MC-BAUCHEMIE TANZANIA LIMITED

1. The name of the Company is "MC-Bauchemie Tanzania Limited".
2. The registered office of the company will be situated in Tanzania
3. The objects for which the Company is formed are the transactions of any and all lawful business for which companies may be established in Tanzania under the provisions of the Companies Act (Cap.212) or any statutory modifications or re-enacted thereof for the time being in force, and of the regulations, policies, orders and /or instructions made there under and more particularly the purposes for company is formed are as follows:
 - a) To do Import and trading of construction chemicals AND it is hereby declared that:
 - i. The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way 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 but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct comply.
4. The Liability of the members is Limited.
5. The share capital of the company is Tanzania shillings Five hundred Ninety Five Million (595,000,000/=), divided into Five hundred Ninety Five thousand (595,000) ordinary shares of Tanzania shillings one thousand each (1,000) and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the company.

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 agree to take the number of shares in the capital of the company set opposite our respective names:

Name, Address and Description of Subscribers	Number of Shares taken	Signature
1. MC-BUILDING CHEMICALS MUELLER AND PARTNERS Killicard Industrial Estate, Castleblayney, Co. Monaghan, Ireland Johannes Linder	594,999	 
2. DR. MUELLER CHEMICAL RESEARCH COMPANY LTD Killicard Industrial Estate, Castleblayney, Co. Monaghan, Ireland Stephen McCormack	1	

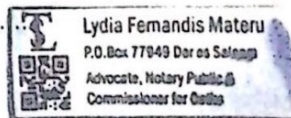
Dated at Dar es Salaam this 27 Day of 11 2023

Witness to the above signature:

Signature: 

Postal Address: 63213 Dar-es-Salaam

Qualifications: ADVOCATE



THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MC-BAUCHEMIE TANZANIA LIMITED

1. In these articles: -

“The Act” means the companies act;

“The articles” means the articles of the company;

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“The seal” means the common seal of the company;

“Secretary” shall mean any person appointed to perform the duties of the secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithograph, photograph and other modes of presenting or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as the act or any statutory modification thereof enforce at the date at which these articles become binding on the company.

PRIVATE COMPANY

2. The company is private company and accordingly: -

- a) The right to transfer shares is restricted in manner herein after prescribed.
- b) The number of members of the company (exclusive of persons who are in the employment of the company and persons who have been formerly in the employment to be the member of the company, where while in such employment to be the 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 regulation be treated as a single member.
- c) Any invitation to the public to be subscribed for any shares or debentures of the company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

MEMBERS

3. The number of members with which the company purpose to be registered is two but the directors may from time to time register an increase of members.
4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

5. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings 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 of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extra ordinary general meetings.
7. The directors may, whenever they think fit, convene an extra ordinary general meeting, and extra ordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extra ordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the list. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business.

Provide that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed: -

- a) In the case of the meeting called as the annual general meeting, by all members in titled to attend and vote thereat; and
 - b) In the case of any meeting, by a majority in numbers of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at the meeting of all the members.
 - c) It is mandatory for the shareholders to attend all meetings arranged by the company, except of a valid reasons communicated to the Board of Directors 3 days prior the meeting, failure to do so will result to a penalty up to 10% upon distribution of profit.
9. Subject to provision of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceeding at that meeting.

VOTE OF MEMBER

10. Every member shall have one vote.
11. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Disease Act, may vote, whether on a show of hands or on a poll, by his said manager and any such manager may, on a poll, vote by proxy
12. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
13. On a poll votes may be given either personally or by proxy
14. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
15. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid

16. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit: -

“.....
.....Limited
I/We.....of.....being
member/members of the above named company hereby
appoint.....of or failing
him..... of, as my/our proxy to
vote for me/us on my/on behalf at the (annual or extraordinary, as the case maybe)
general meeting of the company to be held on the.....day
of.....2023....., and at any adjournment thereof. Signed
.....day of.....2023.....”

17. Where it is desired to afford members as opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstance admit:-

“.....
.....Limited
I/We.....of.....being
member/members of the above named company hereby
appoint.....of or failing
him..... of, as my/our proxy to
vote for me/us on my/on behalf at the (annual or extraordinary, as the case maybe)

general meeting of the company to be held on the.....day
of.....2023....., and at any adjournment thereof. Signed
.....day of.....2023.....

This form is to be used* in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desire"

18. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
19. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETING

20. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

21. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination, the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than two.
22. The following persons shall be first Directors to the Company: -

1. HENRY KISSINGER MULIMA
2. CHRISTOPH HEMMING
3. SHANTANU DATTA

23. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day.

POWERS AND DUTIES OF DIRECTORS

24. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall

invalidate any prior act of the directors, which would otherwise have been valid. The powers given by these articles shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by directors.

25. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such condition as they determine, including authority for the attorney or agent to delegate all or any of his powers.
26. All cheque , 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 executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
27. The directors shall cause minutes to be made in books provided for the purpose:-
 - a) Of all appointments of officers made by directors;
 - b) Of the names of the directors present at each meeting of the directors and of any committees of the directors
 - c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors

THE SEAL

28. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by secretary or by a second director.
29. The directors shall cause proper books of accounts to be kept with respect to:-
 - a) All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place
 - b) All sales and purchases of goods by the company; and
 - c) The assets and liabilities of the company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transaction.

30. The books of accounts shall be kept at the registered office of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

31. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolutions of the company.
32. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
33. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

34. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
35. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which the notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company

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

S/N	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE TAKEN	SIGNATURE
1.	MC-BUILDING CHEMICALS MUELLER AND PARTNERS Killicard Industrial Estate, Castleblayney, Co. Monaghan, Ireland Johannes Linder	594,999	
2.	DR. MUELLER CHEMICAL RESEARCH COMPANY LTD Killicard Industrial Estate, Castleblayney, Co. Monaghan, Ireland Stephen McCormack	1	

Dated at Dar-es-Salaam this 27 day of 01 2023

Witness the above signatures

Name Lydia Fernandes Matene

Signature [Signature]

Postal Address 63213 Dar-es-Salaam

Qualification ADVOCATE

