

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KAMAKA IT SOLUTION LIMITED

Incorporated thisday of.....2011

**DRAWN BY:
MARTINOVS JURIJS
(SUBSCRIBER)
P.O. BOX 75498
DAR ES SALAAM**

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

19661 27/10/11
5000/-

19661 27/10/11
2500/-

1. The Name of the Company "KAMAKA IT SOLUTION LIMITED".
2. The Registered Office of the Company will be situated in Tanzania.
3. The Objects for which the Company is established are:-
 - a) To carry on the business of, Importing and Exporting also selling and supplying of all electronic equipments, maintenance, service and repair of Computers, Peripheral devices and Electronic devices (i.e. Printers, Scanners, Photocopies e.t.c.), to conduct training of Information Technology Consultation on ICT "Information and Communication Technology" development and improvement Computer Hardware, Accessories and Software, computer assembling, Computer Networks Structuring, Designing and implementation.
 - b) To carry on the business of mechanical engineering, electronic telecommunication engineering, electrical engineering, to design, manufacture, assemble, repair any electronic apparatus and electrical component or system, to act as manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.
 - c) To carry on the business of consultancy, and selling of all types of information technologies, computer systems, conference systems, marketing, services, 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.
 - d) To engage and or otherwise carry on the business in general dealers of computer, hardware and softwares, to be importers and distributors of all kinds of computer hardware and softwares, to provide general computer services, to be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services, and to operate schools and training centers, to be suppliers and manufactures representatives of all kinds of computers and telecommunication systems, to be general importers, distributors, installers and servicers of all kinds of photocopiers, fax and telex machines, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers, all kinds of computer systems, electronic items and all kinds of electrical instruments.

- e) To carry on business of training students to acquire computer knowledge and secretarial duties, to establish and manage classes for training students in various disciplines, to conduct courses in computer training. To carry on business of computer bureau services, secretarial bureau service and to hire computer equipment and other related equipment. To carry on the business of distribution of all types of electronic and electrical machines and appliances, computers, accessories, word processors, hard ware and software connected with the computer Industry including sale and maintenance thereof.
- f) To buy, sell and obtain on telephone credit and prepaid Cards of all kinds and description and sell them in wholesale and retail.
- g) To promote, establish and carry on the business in Tanzania of providing all kinds of telecommunication services by designing, supplying, installing, developing, operating and maintaining a nationwide network comprising, among other things, of mobile telephones, public payphone, telephone exchange, radio base station, digital microwave transmission, satellite earth station, other radio access system, optical fibre transmission, mobile trunk radio, data communication and radio paging system where such telecommunication networks shall link all major cities and regions in Tanzania as well as the provision of international gateway for international telecommunication services
- h) To sale mobile phones and related accessories; to provide phone calls, fax, telex services and similar facilities and provide Internet and E-mail services.
- i) To carry on the business of providing consultancy services concerning various ways of utilizing computer system in all possible business functions, to act as manufacturers' representatives for all type of computers and similar items, to buy, sell, hire, repair components parts relating to hardware, software, word processors and other type of information technology.
- 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 passenger 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, service 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, customs bonded warehouse and godown keepers, cargo and travel agents, insurance brokers, Insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, 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 of drapers, costumiers, robe dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, lingerie and trimmers of every kind, haberdashers, milliners, boot and shoe makers, dealers in fabrics and materials of all kind, footwear and leather goods, sports goods and toys.
- m) To carry on the business as property developers, property management, land developers, real estate agents, promoters, designers, town planners, builders, renovators, decorators, landscapers, owners, buyers, sellers, lessors, lessees of residential houses, public houses, office blocks, apartments, housing estates, shopping malls, arcades, factories, industries, warehouse, depots, godowns, shelters of all kind and buildings in all its branches, and related projects implementing farm industries, financing of various project, to serve as a holding Company for specialized Companies, subsidiaries engaged in such activities and any other related.
- n) To carry on the business of proprietors of hotel, hotel management, restaurants and financial undertakings and enterprises, clubs, entertainment houses, halls recreational centers, billiards, conference, seminar workshop, wedding halls and carry on all or any of the business of traders, manufactures and proprietors, promoters, financiers concessionaires, commercial agents and advisors of and for commercial, industrial, agricultural, forestry, fishery, mining and in particular but without prejudice to the generally of the fore-going to act as consultants, general agents managing, agents, directors, secretaries, personal undertaking or enterprise as aforesaid.
- o) To manufacture, process, make, manipulate, refine, buy, sell, import, distribute, and deal in beauty products, cosmetics and perfumes of all kind and description, in particular but without prejudicing or limiting the generality of the foregoing, perfume sprays and applications, make ups, body creams, oils and ointments, skin care preparations and lotions, polishes, vanishes, talcum and other preparations.
- p) To carry on the business as proprietors, operators and managers of supermarkets, multiple store and retail trading establishments of every description as department stores, shops or retail establishments for the sale or hire of goods or consumables of any kind to members of the public in that capacity to provide such goods and services for the customers of the Company as may seem expedient.
- q) To carry on any other wholesale, retail or manufacturing business which may be conveniently conducted in conjunction with any other activity of the Company; to carry on the business of grocers, bakers, butchers, meat salesmen, bacon factors and merchants, butter factors and salesmen, cheese mongers, fritterers and greengrocers, egg merchants and salesmen, poultries, wine, spirit and beer merchants and salesmen and general provision merchants to buy, sell, manufacture and deal in goods, stores and consumable articles of all kind both wholesale and retail.
- r) To carry on the businesses of hardware merchants and iron monger dealers in household utensils, china glass, cutlery, household fittings, electrical appliances, wiring and materials, television and radio receivers, apparatus and equipment, record cassette and tape players and such other goods as may be conveniently sold therewith or in the manufacture, maintenance and repair thereof.

- s) To carry on the businesses of house furnishers, upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses or furniture, carpets and other floor coverings, home and office furnishings and fittings of all kind and all things capable of being used therewith or in the manufacture, maintenance or repair thereof.
- t) To manufacture, buy, sell and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food specially suitable or deemed to be suitable for invalids and convalescents and all kind of soaps, shampoos, non-medicated toilet preparations, hair colorants, hair conditioners, hair dyes, hair lotions or hair styling preparations, hair colorants, deodorants, non-medicated talcum powder for toilet purposes, depilatories, anti-per spirant preparations, sun-tanning preparations, bath additives, bath oils or bath salts not for medical purposes, shaving preparations, dentifrices, essential oils, beauty masks, facial packs, nail care preparations, nail vanish, pumice stones, cotton sticks, wool for non- medical purpose.
- u) To promote tourism in Tanzania and elsewhere in Africa and carry on business of travel and tour operator to promote, facilitate traveling, to organize hunting and tended-camps, fishing and diving expeditions, safari promoters, undertakers, generally in particular to arrange, manage hunting safaris photo safari adventure tours, handling of game trophies, animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- v) To purchase, take on lease or in exchange, hire or otherwise acquire any moveable or immovable property of any kind or any interest therein and any rights or privileges which the Directors of the Company may think necessary or convenient for the purposes of or in connection with the Company's businesses or which may enhance the value of any other property of the Company.
- w) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and work, manage, carry out or control works of all descriptions including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plant, which may, in the opinion of the Directors of the Company be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute, to subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management carrying out or control.
- x) To improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.
- y) To subscribe for purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to invest and deal with the moneys of the Company in any manner.
- z) To vest any moveable or immovable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.

- aa) To acquire and undertake the whole or any part of the business, assets and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or which can be carried on in conjunction with any business of the Company or which is capable of being conducted so as directly or indirectly to benefit the Company or which is possessed of property suitable for the purposes of the Company.
- bb) To enter with any government or authority, supreme, municipal, local or otherwise or any person or company into any arrangement that may seem to the Directors of the Company to be conducive to the attainment of the objects of the Company or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses or concessions which the Directors of the Company may think it desirable to obtain and carry out, exercise and comply therewith.
- cc) To lend money or give credit to any person or company with or without security; to give guarantees for the payment of money or the performance of contracts or obligations by any person or company to secure or undertake in any way the repayment and otherwise to assist any person or company.
- dd) To receive money on deposit or loan and to borrow or raise money in such manner as the Directors of the Company may think fit and to secure repayment of the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company by the issue of debentures or debenture stock or legal or equitable mortgages or charges over all or any of the Company's property (both present and future) including its uncalled capital or in any other way and to purchase, redeem or pay off any such securities.
- ee) To open and operate banking accounts and to draw, make, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments.
- ff) To apply for, promote and obtain any statute, decree, order of court, regulation or other enactment or authorization which may, to the Directors of the Company seem likely to benefit the Company, directly or indirectly and to oppose any bills, proceedings or applications which may, in the opinion of the Directors of the Company, be likely directly or indirectly to prejudice the interests of the Company.
- gg) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government or authority, supreme, municipal, local or otherwise, or any corporation or public body may be empowered to issue, confer or make and pay for, aid in and contribute towards carrying the same into effect and appropriate any of the Company's assets, shares, stock, debentures or other securities to defray the necessary costs and expenses thereof.
- hh) To pay for any rights or property acquired by the Company all expenses, which the Company may lawfully pay for or in connection with the formation and registration of the Company or the issue of its capital.

- ii) To pay for any rights or property acquired by the Company and to remunerate any person or company, by cash payment or by the allotment of shares in the capital of the Company, credited as paid up in full or in part, by the issue of debentures or other securities of the Company or in any other lawful manner.
- jj) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuating funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to any persons who are, or were at any time, in the employment or service of the Company which is its holding company or subsidiary or which is allied to or associated with the Company or with any such holding company or subsidiary or who are, or were at any time, Directors or Officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to the wives, widows, families and dependants of any such persons; to establish and subsidize or subscribe to any institutions, associations, clubs or funds considered by the Directors of the Company to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid; to make payments for or towards the insurance of any such persons as aforesaid; to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful purpose and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- kk) To adopt such means of making known the businesses, activities, products, goods and services of and articles dealt in and sold by the Company as may, in the opinion of the Directors of the Company seem expedient.
- ll) To establish or promote or concur in establishing or promoting any company, association, syndicate or partnership of any kind to acquire and take over all or any part of the undertaking, property, assets and liabilities of the Company or for any other purpose which may in the opinion of the Directors of the Company be likely directly or indirectly to benefit the Company and to place or Guarantee the placing of underwrite, subscribe for, conditionally or unconditionally or otherwise acquire all or any of the shares, stock, debentures or other securities of any such other company.
- mm) To sell, exchange, lease, mortgage, charge or otherwise dispose of the property assets or undertaking of the Company or any part thereof for such consideration as the Directors of the Company may think fit and in particular for shares, stock debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- nn) To distribute among the Members in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with any sanction for the time being required by law.
- oo) To act as agent, broker or trustee for any person or company and to act as secretary, manager, consultant, advisor, bookkeeper or registrar of or transfer agent for any other company.


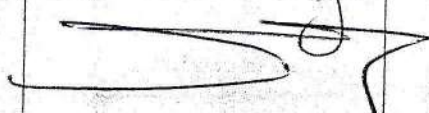
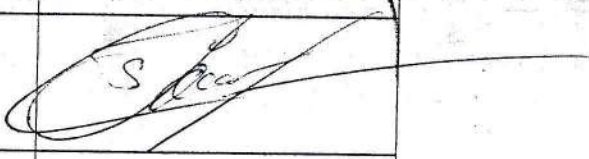

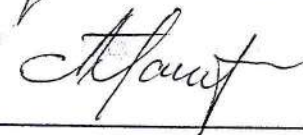
- pp) To remunerate any company or person for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of, any of the shares of the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- qq) To procure the Company to be registered or recognized in any place outside the Republic of Tanzania.
- rr) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- ss) To do all or any of the things and matter aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and not withstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause

AND it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons whether corporate or unincorporated and whether domiciled in Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs be in nowise limited by reference to, or inference from, any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the Members is Limited.
- 5. The authorized share capital of the Company is T.Shs.300,000,000/= divided into 30,000 shares of TShs.10,000/= each with such rights, privileges, and conditions respectively attached there to as may from time to time be conferred by the regulators of the Company with power to increase and reduce the capital for the time being and to divide the same into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may from time to time be provided by the regulations 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 respectively agree to take the number of shares in the capital of the company set opposite our respective names.

| NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS | NUMBER OF SHARES TAKEN | SIGNATURE |
|---|------------------------|---|
| MARTINOVS JURIS P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| KARA AKIF P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| SALEI SIARHEI P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| BELANOUSKI ALEH P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| NAUMOVICS ALEKSANDRS P.O. BOX 75498 DAR ES SALAAM | 4000 |  |

Dated at D'salaam this 27th day of October 2011

Witness to the above signatures:-

Name :

Andrew Ruete

Signature :

[Signature]

Postal Address :

62297 D'salaam

Qualification :

Advocate



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KAMAKA IT SOLUTION LIMITED
INTERPRETATION

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 any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing 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 in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

PRIVATE COMPANY

2. The Company is a 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 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 Article, be treated as a single Member,
 - (c) Any invitation to the public to subscribe for any shares or debentures 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 proposes to be registered is five 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 in 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 extraordinary general meetings.

7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary 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 extraordinary 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 least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided 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 a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions 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 proceedings at that meeting.

PROCEEDING AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their member to be a chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - (a) by the chairman; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the

company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

17. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, 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.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. 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.
26. 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 the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. 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 a 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/or behalf at the {annual or extraordinary, as the case maybe} general meeting of
the company to be held on theday of200....., and at any
adjournment thereof.
Signed this day of,200"

28. Where it is desired to afford members an 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 circumstances admit:-
"..... Limited
I/Weof Being a member/members of the above named
company, hereby appoint of of or failing him
of, as my/our proxy to vote for me/us on my/our behalf at the {annual or
extraordinary, as the case may be}general meeting of the company to be held on the
.....day of.....200....., and at any adjournment thereof.
Signed this day of,200"

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

*Strike out which ever is not desire"

29. The instrument appointing a proxy shall be deemed to confer authority to demand or
join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded
by proxy, or by the duty 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 MEETINGS

31. 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 act as its
representative at any meeting of the company, and the person so authorized shall be
entitled 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

32. 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 be not less than two.

33. The following persons shall be first Directors to the Company:-

1. **MARTINOVŠ JURIJS**
2. **KARA AKIF**
3. **SALEI SIARHEI**
4. **BELANOUSKI ALEH**
5. **NAUMOVICS ALEKSANDRS**

34. 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. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BOROWING POWERS

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any 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 any third party.

POWERS AND DUTIES OF DIRECTORS

36. Subject to the provisions of the Act, the memorandum and the articles and to any directors 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 this article 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 the directors.

37. 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 conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

38. 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 executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.

39. The directors shall cause minutes to be made in books provided for the purpose:-
(a) of all appointments of officers made by the 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.

DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
- A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.
41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re - election.
43. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
44. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.

47. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their member to be chairman of the meeting.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

52. 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.
53. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

54. 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 the secretary or by a second director.






55. The directors shall cause proper books of account 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 purchase of goods by the company; and
 - (c) the assets and liabilities of the company.

Property 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 air view of the state of the company's affairs and to explain its transactions.

56. The books of account shall be kept at the registered officer 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.
57. 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 resolution of the company.
58. 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.
59. 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

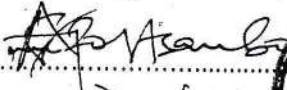
60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any 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 notices may be given 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.

| NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS | NUMBER OF SHARES TAKEN | SIGNATURE |
|---|------------------------|---|
| MARTINOVJS JURIJS P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| KARA AKIF P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| SALEI SIARHEI P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| BELANOUSKI ALEH P.O. BOX 75498 DAR ES SALAAM | 4000 |  |
| NAUMOVICS ALEKSANDRS P.O. BOX 75498 DAR ES SALAAM | 4000 |  |

Dated at D'salaam this 27th day of Oct 2011

Witness to the above signatures:-

Name : Andrew Tawete

Signature : 

Postal Address : 62297, D'salaam

Qualification : Advocate

