

**THE COMPANIES ACT 212 OF 2019  
COMPANY LIMITED BY SHARES  
AMENDED MEMORUNDUM  
OF  
ASSOCIATION OF  
ARBITERTANZANIA LIMITED**

**(Per Special Resolution Dated 14<sup>th</sup> March, 2024)**

1. The name of the Company is **ARBITER TANZANIA 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 design, undertake, Manage, and supervise construction of buildings and Civil works of any description and generally to carry on the business of Construction Industry.
  - (b) To carry out maintenance works of buildings and Civil works and the like.
  - (c) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purpose of the company.
  - (d) To carry on all or any of the business by whole sale or retail as industrialists, manufacturers, sellers, buyers and dealers in and/or market, import, export and/or generally deal in all or any kinds of industrial products processed and semi processed products, tools, machinery, goods or things of any whatsoever kind or description.
  - (e) To carry on all kind of exploration business, and in particular to search for, prospect, examine and explore mines and grounds supposed to contain minerals, precious stones, oil, and to search for and obtain information in regard to mines, mining claims and mining localities



- (f) To search for, inspect, examine and explore, work, take on lease, peg, purchase or otherwise acquire lands and places which may seem to the Company capable or possibly capable for affording a supply of mineral oil, and to establish, utilise and turn to account, pumping stations pipelines and other works of conveniences suitable for the purpose. To carry on the business of extracting, pumping, transporting, and purifying and dealing in petroleum and other mineral oils.
- (g) Generally to purchase or take on lease, hire or otherwise acquire any real or personal property or any interest therein and any rights, assessment or privileges which the Company may necessary or convenient with reference to any of the objects of the Company, or capable of being profitably with in connection with any of the company's property or rights for the time being.
- (h) To carry on all or any of the businesses of warehousemen and storers of goods, carriers by air, rail, sea, road and otherwise and manufacturers of dealers in and designers and repairers of all forms of carriage and transport.
- (i) To act as agents or brokers as trustees of any person, firm or group of persons in respect of business or matter of any nature whatsoever notwithstanding that the company may not be empowered to act as principal in connection therewith.
- (j) To carry on and to undertake any business transactions or operation common carried on or undertaken by promoters of companies, financiers, concessionaires, contractors for public or other works, merchants or traders and to carry on any other business may seem to the company capable of being conveniently carried on in connection with any of its objects, or calculated directly or indirectly, to enhance the value of or render profitable any of the company's property or rights.
- (k) To acquire, conduct, and carry on the business of bill brokers and dealers, purchasers, accepters and discounters of bills of exchange, bills of lading, mortgage bonds, promissory notes, negotiable instruments, hire purchase agreements, suspensive sale contracts, warrants or debentures, or any other securities whatsoever, and to deal with any such bills agreements or securities and to arrange for the purchase, acquisition, sale, disposal or collection thereof, and to regulate, control and direct the management, expenditure and investment of the properties, assets, monies and funds of the Company.
- (l) To purchase or otherwise acquire all or any part of the business and property of any person, firm, society, association or group of persons carrying on or (in the case of a Company) formed to carry on all or any part of such business as is within the objects of this Company and in consideration thereof to pay cash or to issue any shares, stock or obligations of this



Company, and in connection with such transaction to undertake any liabilities relating to the business or property acquired.

- (m) To amalgamate or enter into partnership or any agreement whether perpetual or terminable for sharing profits, union of interest, joint; adventure, reciprocal concessions or cooperation with any person, firm society, association or group of persons carrying on or engaged in or about carry on or engage or (in the case of a Company) formed to Carry on or engage in any business of transaction within the objects of this Company of any business transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost of the Company or to such persons, and to purchase, subscribe for or otherwise acquire and hold shares (supply or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidise or otherwise assist any such person, firm society, association or group of person, and to sell, hold, re-issue with or without guarantee or otherwise deal with or without guarantee or otherwise deal with such shares, stock or securities,
- (n) To carry on the business or businesses of merchants' traders, dealers and suppliers' Whether wholesale or retail, of all kinds of hardware, ironmongery, tools, machinery and agricultural implements and machinery and to buy, sell, repair, convert, alter, let or hire, and deal in any of the foregoing goods, commodities, plant and machinery, to carry on the business of iron founders, mechanical and electrical engineers, manufacturers of agriculture implements end other machinery, tool— makers, metal workers, boilermakers, mill- wrights machines, smiths, woodworkers and builders,
- (o) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking of the Company, any part thereof upon such terms and for such consideration as the Company may think fit.
- (p) To establish, promote end otherwise assist any Company or companies for the purpose of acquiring all or any part of the property or furthering any of the objects of this Company,
- (q) To apply for, hold, purchase or otherwise acquire any patents, brevets d, Invention, licenses and the like, conferring an exclusive or non—exclusive or Limited right to use any secret or any other information which may seem to the Company Capable of being profitably dealt with.
- (r) To invest the monies of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.
- (s) To raise money or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terns as be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable or bonds, mortgagees or any other of security over or upon all or



any of the undertaking, property or rights of the company both present and future including uncalled capital or without any such security.

- (t) To buy and sell immovable property, moveable property, chattles goods, stocks, shares and any kind of property whether moveable or immovable and, whether or speculative nature or otherwise and also to hire and lease any kinds of property or things, moveable or immoveable,
- (u) Generally to purchase, take on Lease or in exchange, hire or otherwise, acquire any moveable or immovable property, and any rights or which the company may necessary or convenient for the purpose of its business, and in particular any land leases, options over lands or leases, stands, building servitudes, machinery, plant and also any concessions, Licenses, trademarks, and other rights in Tanzania or abroad, and either solely or jointly with others and to pay therefore in cash or in stock shares the company or partly in cash and partly in stock or shares or otherwise,
- (v) To invest and deal with the moneys of the Company not immediately required upon securities and in such manner as may from time to time determined.
- (w) To purchase or to acquire any shares stocks , debentures, debenture stocks, bonds, mortgage, obligation and others securities, in any firm Company or association or corporation carrying on (in the case of a company) formed to carry on any business which the Company authorized to carry on by paying therefore in cash or the issue of any shares, stocks or obligations of the Company.
- (x) To make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments for the purpose of the Company
- (y) To enter into any arrangement with any Government authorities (Supreme, Municipal, Local or o any Corporations, Company or persons that conducive to the objects or any of them, and to obtain from any such government authority, Corporation, Company or union any charters, Contract decrees, rights privileges and concession,
- (z) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company or undertaking any business or operation which may assist or benefit the Company and to place guarantee the placing of underwriting, subscribe for or otherwise or any part of the shares, debentures or other securities of any such companies aforesaid
- aa) To guarantee the performance of any obligation by any person or company or Corporation whatsoever.
- (bb) To apply for, promote and obtain any statute, charters, privileges, concession, licenses or authorization, of any government, state, or municipality or other authority for enabling the company to carry any of its objects into effect or for extending any of the company, constitution, or for any other purpose which may seem expedient and to oppose any



actions, steps, proceeding or application which may seem calculated directly to prejudice  
-the interest of the company or of its members

(cc) To pay all the costs and expenses of and incidental formation and registration of the  
Company.

(dd) To do all or any of the above things In any part of the world as principal or agents,  
and by or through agents either alone or in conjunctions With others.

(ee) To deal with any unappropriated shares by way of bonus, compensation, sale or in any  
whatsoever that may appear be to the advantages of the company.

(ff)To adopt such means of making known the products of the company as may seem expedient  
and particular advertising in the press, by circulars, by purchase and by exhibition on of  
works of and or interest, by publication of books and periodicals and by granting  
rewards and donations.

(gg) To establish and support, or aid in the establishment and support of associations,  
institutions and convenience calculated to benefit any of the employees or ex—  
employees of the company, of the dependants or connections of such persons, and to  
grant pensions and allowances and to make payments towards insurance and to  
subscribe or guarantee money for charitable, or benevolent objects, or for any  
exhibition, or for any public, general or useful objects.

(hh) To distribute any of the property of the company in specie among the members.

(ii) To do all such ether things as are incidental or conducive to the attainment 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 partnership or  
other body of the persons, whether corporate or unincorporate, and whether domiciled  
in Tanzania or elsewhere.

(jj) To conduct agribusiness activities as one of the primary activities of the Company

(kk) To build and own Warehouse for storing rice and other crops

(ll) To build and own rice milling Machine and relevant equipment's machinery

AND FURTHER, except where otherwise expressed in such sub—clause, the objects set forth  
in any sub clause of this clause shall not be in any wise or restricted by reference from the terms  
of other 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 any other sub—clause, and no case is the generality of one  
sub—clause to be narrowed or restricted by any particularity of any other sub—clause, nor is  
general expression in any sub—clause to be narrowed or restricted by any particularity of



expression in the same sub—clause or by the application of any rule of construction, ejusdem generis or otherwise,

4. The liability of the members is limited.
5. The capital of the company is *one Billion and Two Hundred Million shillings (shs.1,200,000, 000/=) divided into one thousand (1 000) ordinary shares of one thousand shillings (Tshs.1,200 , 000/=) each* with such rights, privileges and conditions respectively attached thereto as may from time to time be confined by the regulations of the Company with power to increase and reduce the capital for the time being 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 for the time being be provided by the regulations of the country.

WE, the several persons whose names, addresses and descriptions 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 THE SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
AGAPITI EDWARD KOBELLO UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania,	200	(Signed)
EMMANUEL JONATHAN MUTONI UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania,	150	(Signed)
PENDAEL JONATHAN KINGU UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania,	150	(Signed)
NOEL UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania, LA AGAPITI KOBELLO	10	(Signed)
JOYCE MKOMA KOBELLO UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania,	30	(Signed)
WILLIAM ANDREA KOBELLO UBUNGO MUNICIPALITY P.O. Box 40475, Dar-es-salaam, Tanzania,	10	(signed)



Dated at Dar-es-salaam this 23<sup>rd</sup> day of October, 1994

Witness to the above signatures

NAME : S.D. MAGAI

SIGNATURE : *(Signed)*

POASTAL ADDRESS : P.O.BOX 2939, DAR ES SALAAM

QUALIFICATION : ADVOCATE



**DEBENTURE ZILIZOPOKELEWA TAREHE 11 DESEMBA, 2024**

S/NA.	TAREHE	JINA LA KAMPUNI	AFISA ANAYEFANYIA KAZI
1	12/12/2024	OVERSEACE HITECH INDUSTRIAL CO. LIMITED (1 COPY)	
2		AFRICA JOY TOURS AND SAFARI LIMITED (1 COPY)	
3		JOBECE LOGISTICS LIMITED (1 COPY)	
4		DSM CORRIDOR GROUP CO. LIMITED (7 COPIES)	

I HEREBY CERTIFY THAT THIS IS A  
 TRUE COPY OF THE ORIGINAL.  
 \_\_\_\_\_  
 Asst. Registrar of Companies  
 Date: 12/12/2024