

**THE COMPANIES ACT NO. 12 OF 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**NEOMECH (T) LIMITED**

**Incorporated this \_\_\_\_\_ day of \_\_\_\_\_, 2023**

**DRAWN BY:**

**(PROMOTER)**

**DAVESH ASHOKKUMAR DAVE**

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**THE COMPANIES ACT No. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**OF**

**NEOMECH (T) LIMITED**

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1. The name of the Company shall be **NEOMECH (T) 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:
  - 3.1 To carry on the business of manufacture, import, export, produce and distribute all types of sanitary pads, towels, paper towels, tissue, napkins, toilet paper and all kinds of tissue related product and accessories.
  - 3.2 To carry on the business of manufacture, import, export, produce and distribute all types of Glass Reinforced Plastic (GRP) sheets, Glass Reinforced Plastic (GRP) water tanks, Fiber-reinforced polymer or plastic (FRP) roofing sheets and any other roofing tiles, shingles and other related products and accessories.
  - 3.3 To carry on the business of manufacture, import, export, produce and distribute all types of Multi-layered packaging films and any other related products and accessories.
  - 3.4 To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection construction and maintenance of any of the above.

- 3.5** To carry on the business of manufactures representatives, general traders, merchants and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, implements, equipment, goods, and articles merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.
- 3.6** To carry on the business of dealing in manufacturing, import, exporting, marketing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise and act as insurance agents, commission agents, brokers and manufactures, representatives in fields. To be agent of foreign company and to establish business enterprises whether small scale. Industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise or articles of all description.
- 3.7** To carry on business as manufactures, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, motorcycles, cars, trucks, lorries or other vehicles, motor vehicle spares and parts of all description, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spare spare, accessories, motor cycle, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- 3.8** To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, departments stores, groceries food and shops of all kinds and description and generally to deal with such activities.
- 3.9** To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers, and dealers in all types of electrical goods, hardware building materials, spare parts and general. Tyres, tubes, tools, and accessories for all types of automotives. Motor vehicles, scrapers, agricultural machinery, implements. Equipment,

all kind of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipment, cooking oil, salts, foodstuffs, cosmetics, oil, paint, spirits sheet, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags, and other similar goods.

- 3.10** To carry on the business of general merchants, distributors, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealer, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textile, groceries, medicines, drugs, wines, spirits, liquors, chemicals, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobile and generally in all manufactured goods of all types and merchandise of all kinds.
- 3.11** To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilities travelling to organize hunting, tented camps, fishing and diving expeditions, safari promoters and undertakes generally and in particular to arrange and manager hunting safaris, photos safari adventure tours, fishing trips, handling of game trophies and animal skin, catching, harbouring, transporting, wildlife and marine products of all kinds.
- 3.12** To carry on all or any of the business of stationaries, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope maker, book binder, account book manufactures, machine, rulers numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any of them or connected therewith and deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.
- 3.13** To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works

all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings roads, machinery and plants, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interest; to clear sites for the same; to contribute to; subsidies or otherwise assist in the building, construction, alternation, repair, improvement, enlargement, management carrying out or control, to carry business of buying and selling building materials, hardware's electrical goods and household items.

- 3.14** To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ship and boats of every description and carries 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 an or other foreign country.
- 3.15** To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauler, customs bonded warehouse and go down keepers, cargo and travel agents, insurance broker, insurance agents, tourist agents, manufacture's representatives, road contractors, cargo superintendents, packers, machinery haulage specialist, 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 neighbouring countries and in such other places as may from time to time determined by the Company, engage in and or otherwise carry-on business as transporters and transport agents, freight forwarders.
- 3.16** To carry on the business as general food processors packers and suppliers to be general suppliers of hard food stuff and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits and flowers.

- 3.17** To engage in carry out the business of proprietors and manager of tales of restaurants, cafes. Roadhouses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeeper, refreshment and tea rooms, milk and snacks bars tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- 3.18** To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easement and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell or lease exchange or otherwise dispose of grant right over any immovable property, belonging to the Company.
- 3.19** To purchase, take or lease or in exchange, hire or otherwise acquire and hold any estate or interest in any land buildings, easement, rights, licenses secret processes, machinery, plants, stock in trade and real or personal property of any kind.
- 3.20** To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by instalment or otherwise or partly paid-up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- 3.21** To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- 3.22** To remunerate any person, firm or Company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- 3.23** To advance money to shareholders in the Company, and other to the purpose of enabling the person borrowing the same erect or purchase or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in or take a demise for any term or terms of years of

any freehold or leasehold property upon such terms and conditions as the company may think fit.

**3.24** To distribute among the members in pieces any property of the Company, or any proceeds of sale or disposal of any property of the Company.

**3.25** To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

**3.26** To take or otherwise and hold shares in any other company having objects altogether or in part similar to this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

**3.27** To transact or carry on all kinds of agency business and in relation to the investment of money, the sale of property, and the collection and receipt of money.

**3.28** To carry on all business of growing cereals, leguminous crops, oil seeds, growing vegetables, melons, roots, tubers, growing sugar cane, growing of tobacco, growing of fibre crops, growing of other non-perennial crops, growing of perennial crops like grapes, citrus fruits, tropical and subtropical fruits, pome fruit, stone fruits, oleaginous fruits, other tree and bush fruits and nuts, growing of beverage crops, growing spices, aromatic, pharmaceutical crops.

**3.29** To carry on all business related to forestry and logging such as silviculture, gathering of non-wood forest product and support services to forestry.

**3.30** To carry all business related to fishing and aquaculture like marine fishing, Fresh water fishing, marine aquaculture, and freshwater aquaculture.

**3.31** To carry on all business related to printing and reproduction of recorded media, services related to printing and reproduction of recorded media.

**3.32** To do all business related to the manufacture of computer, electronic and optical products including manufacture of electronic components and

boards, manufacture of computers and peripheral equipment, manufacture of communication equipment, manufacture of consumer electronics, manufacture of measuring, testing navigating and control equipment; watches and clocks, manufacture of irradiation, electromedical and electrotherapeutic equipment, manufacture of optical instruments and photographic equipment and manufacture of magnetic and optical media and computer programming, consultancy and related activities and other information services activities.

**3.33** To carry on the business of manufacturing electronic equipment, including batteries and accumulators, wiring and wiring devices, fibre optic cables, electric lightening equipment, manufacture of domestic electric appliances and manufacture of other electrical equipment.

**3.34** To carry on the business of repair and installation machinery and equipment including, repair of fabricated metal products, repair of machinery, repair of electronic and optical equipment, repair of transport equipment, installation of industrial machinery.

**3.35** To carry on the business of wholesale and retail trade and repair of motor vehicles and motorcycles, including sale of motor vehicle and motorcycle, motor vehicle and motorcycle parts and accessories.

**3.36** To carry on the business of land transport pipeline transport, water transport and air transport including passenger rail transport, interurban, freight rail transport, urban and suburban passenger land transport, freight transport by road and transport via pipeline, sea coastal water transport, inland water transport, inland passengers water transport and inland freight water transport, passenger air transport and freight air transport.

**3.37** To carry on business of warehousing and support activities for transportation including warehousing and storage, service activities incidental to land transportation, water transportation and air transportation and cargo handling activities.

**3.38** To carry on the business of postal and courier activities.

- 3.39** To carry on all business related to accommodation including short term accommodation activities, camping grounds, recreational vehicles parks and trailer parks.
- 3.40** To carry on the business of publishing activities including book publishing, publishing of directories and mailing lists, publishing of newspaper, journals and periodicals, software publishing and other publishing activities and sound recording and music publishing activities and Motion picture, video and television programme activities
- 3.41** To carry on the business of telecommunication activities including wired, wireless telecommunication activities, satellite telecommunication activities and other telecommunication activities.
- 3.42** To carry on the business of programming and broadcasting activities including television, radio broadcasting and television programming.
- 3.43** To do all business related to insurance activities including life insurance, non-life insurance, reinsurance, and pension funding except for compulsory social security.
- 3.43.1** To do all business related to auxiliary to financial services including administration of financial markets, security and commodity contracts brokerage, risk and damage evaluation fund management activities, activities auxiliary to insurance and pension funding, other activities auxiliary to financial activities and other activities auxiliary to insurance and pension funding.
- 3.44** To do all business related to scientific research and development including research and experimental development on natural science and engineering and research and experimental development on social science and humanities.
- 3.45** To carry on business related to advertising and market research including market research and public opinion polling.
- 3.46** To carry on business related to veterinary activities.

- 3.47** To carry on business related to rental and leasing activities including renting and leasing motor vehicles, personal and household goods, recreational and sports goods, machinery, equipment and tangible goods, leasing of intellectual property and similar products, except for copyrighted works.
- 3.48** To carry on business related to employment activities including employment placement agencies, temporary employment agencies and other human resources provision.
- 3.49** To carry on business related to travel agency, tour operator, reservation services and related activities.
- 3.50** To do all business related to office administration, office support and other business support activities including combined office administrative services activities, photocopying, document preparation, activities call centre, organization of conventions and trade shows, activities of collection agencies and credit bureaus.
- 3.51** To act as a Holding company or a Subsidiary or both and carry on the business of consultancy including Health consultancy, Medical Consultancy, Agricultural consultancy, Business consultancy, Engineering consultancy, Travel Consultancy, ICT consultancy, Educational consultancy, Environmental consultancy, Tax consultancy, Marketing consultancy, Legal consultancy, Human resource consultancy, Monitoring and Evaluation consultancy, Security consultancy, Telecommunication consultancy and any other form of consultancy.
- 3.52** To do all business related to human health activities including medical and dental practices and other human health activities, residential care activities including nursing care facilities, residential care for the mentally retarded, mental health and substance abuse, residential for the elderly and disabled and other residential care activities.
- 3.53** To carry on business related to social work activities without accommodation including for the elderly and disabled and other social work activities without accommodation.

- 3.54** To do all business related to creative arts and entertainment activities, sport activities and amusement and recreation activities.
- 3.55** To do all activities related to membership organizations including trade unions, activities of employer and professional membership organizations and other membership organization.
- 3.56** To carry on the business of repair of computers and personal and household goods including electronics, leather goods, home furnishing, communication equipment, peripheral equipment, footwear, and other goods.
- 3.57** To carry on business personal services such as washing and dry cleaning of textile and fur products, hairdressing and other beauty treatment, funeral related activities, and other personal service activities.
- 3.58** To carry on the business of household employers of domestic personnel.
- 3.59** To carry on business of extraterritorial organization and bodies.
- 3.60** To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.
- 3.60.1** To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by outsourcing business and

information technology services providers, the software development houses and application services providers.

- 3.61** To carry on the business as solution provider, creator, developer, designer, buyer, seller, Reseller, importer, exporter trader, consultant, adviser trainer, publisher and assistance or service provider in the field of Information Technology (IT) consulting, transcription, e-commerce, computer software, software packages, software products, customize software, embedded software, software tools, system or testing and certification and to provide training in soft skills and send employees abroad for on sight development and consulting.
- 3.62** To carry on with the business of installation and utilization of Graphic user network machine for making various payment using the smart pay phone facilities including but not limited to swiping of debit/credit cards, making of video/conference calls, photo shoot/video chatting, recharging of telephone systems online, booking of cinema tickets, airline tickets and making use of short message services and or multimedia message services.
- 3.63** To engage and/or otherwise carry on the business as general dealers of computer hardware and software to be importers and distributors of all kind of computer hardware and software, to provide general computer services, to commercial computer programmers, and generally to be computer acquisition consultants, to design and offer computer training services, to operate schools and training centers, to be suppliers and installers and service 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 kind of computer systems, electronic items and all kinds of electrical instruments.
- 3.64** To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their

components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

**3.65** To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Internet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use, for sale and to design and develop such systems and application software for and on behalf of manufactures owners and users of computers, telecom, digital, electronic equipment.

**3.66** To offer training, consultancy, advisory and all related services in all areas of information technology including computers hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, naturel language processing and to undertake research and development, promote excellence and leadership and computer science, mathematics, and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market implement systems and application software packages and related products to conduct software and hardware courses, to offer consultancy including hardware selection system design, manpower selection, software development, implementation and training through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as

are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

- 3.67** To develop, implement install, maintain, monitor, supervise and support online Electronic payment systems that allow users to transfer, to make and collect payments electronically.
- 3.68** To carry on the business of ICT Solutions, Mobile digital payment solution, mobile money systems, taxation solutions, e-government, traceability systems, website design and development training, sale of computers, management and IT Consultancy and all types of ICT and related activities.
- 3.69** To carry on the business of developing, designing, importing and exporting software products and services including telecom related software and services and becoming a service provider of internet, telecommunication, radio, television or any other distribution or broadcasting activity as maybe permitted by the Government.
- 3.70** To carry the business of developing and providing services in the field of electric, commerce, web based or related technology and applications, deal in all kinds of internet/Intranet/Extranet business using e-commerce application, undertake computer related jobs as data collection, survey, data processing, data entry, computer aided drafting and designing/computer aided desk top publishing, multimedia applications (audio, video) communication network such as LAN, WAN, internet and its application, e-commerce using various software developed by self or procured from the market.
- 3.71** To carry on the business of marketing and sales representatives in the electronic media and consultancy of electronic commerce and other products and services including Internet, E-Mail, Electronic Data Interchange, Web Publishing, Web/Portal hosting, Web Solutions.
- 3.72** To develop, build, store, host and promote portals, web sites and other interactive multimedia products, E-commerce applications and services, whether digital or otherwise and market or distribute them on the internet or other distribution platforms.

- 3.73** To develop or acquire and own intellectual property and in particular to act as copyright owners, internet site or portal owners, video right owners, cable right owners, dubbing rights owners and other studio owners of all kinds of data, educational radio programmes, television programmes, videos, advertising, films and documentary in all formats and languages prevailing in the world.
- 3.74** To carry on the business of computer and information technology of all kinds of development of computer software, hardware, data processing and providing consultancy services, technical assistance in the field of information technology.
- 3.75** To carry on the business of provider and syndicator of electronic contents for websites provider of value added internet service, to act as consultants in internet related services and as Integration Company.
- 3.76** To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/kinds of electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, payment gateways services, prepaid and post-paid payment instruments payment systems including open/ closed/ semi-closed systems payment instruments, including all kinds of payments services in any manner whatsoever.
- 3.77** To provide services, management and consultancy in the field of prepaid and post-paid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers' distributors, agents, representative operating in the line of prepaid, post-paid and other payment system services, and allied activities related thereto.
- 3.78** To operate as a bill payment gateway/bill payment system service provider in accordance with applicable law including, inter alia, to provide bill payment services for utility bills, school/university fees, municipal taxes and for other services as may be notified by the relevant authority from time to time.

- a. To carry on the business of distribution of all types of loan products, provide information on credit worthiness, screening borrowers, underwriting borrowings, lending and guarantying recovery of loan.
- b. To carry on the business of soliciting or procuring insurance business as an insurance intermediary.
- c. To render services as brokers, commission agents, to carry on the business of retail and institutional distribution of the schemes of the Funds or any other financial products issued by Banks, or any other financial institution or intermediary.

**3.79** To carry on all business related to e-commerce, repair & maintenance, real estate, outsourcing activities (on fee or contract basis), government support activities, agriculture including livestock keeping, general farming, animal husbandry, mixed agriculture, agriculture support activities like post-harvest crops activities, crop production activities, animal production activities, seed processing for propagation and Hunting, trapping and related services activities, whole sale and retail sale of agricultural implements and inputs, export and import of agriculture products, commercial agricultural production, processing agricultural products, manufacture of agricultural and all other activities related to generally to agriculture

**3.80** To establish, run pharmacies, trading, buy and sell, leasing, renting and to be suppliers of drug and carry on the business of importers of laboratory equipment for schools and hospitals and other institutions, to supply laboratory chemicals.

**3.81** To carry on the business of developing and promoting multi technology and telecommunication solutions with a view to serve the people of the United Republic Tanzania and of the world at large.

**3.82** To carry on the business as civil and telecommunication engineers, conduct and do plumbing business in constructions, erection and repair of steam, gas light, water and liquid pipes, fittings and apparatus, to equip and provide buildings, mining sites, railroads, manufacturing and municipal plants with pipes, fittings, apparatus and repair of heat, light gas

or water supply, to buy and sell articles and apparatus sold and kept for sale by the plumber and generally to transact and do all manner of business in the plumbing line, incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.

**3.83** To deal in outsourcing and in sourcing of technical services and carry on the business technical colleges, computer colleges and all types of polytechnic school and colleges.

**3.84** To carry on the business as dealers and traders of all kinds of electrical goods and equipment and facilitate, import and export of all technical commodities and equipment, spare parts of all kinds and become general registered dealers in all kinds of electrical appliances and apparatus, to carry on the trades or business of making, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, television sets, recording instruments and electronic, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.

And it is hereby declared that:

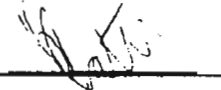

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object 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 of the name of the Company but may be carried out in as full and ample a manner and construed in as wide as sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any word or words in the same paragraph.

4. The liability of the members is **Limited**.
5. The authorized share capital of the company at the date of registration of this Memorandum of Association is **Tanzanian Shillings Twenty Billion (TZS 20,000,000,000.00)** divided into **200,000** ordinary shares of **Tanzania Shillings One Hundred Thousand (TZS 100,000.00)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.


We, the 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(s) of shares in the capital of the Company set opposite our respective names.

| Names, Addresses and Description of subscribers  | No. of Shares Taken | Signatures  |
|--|---------------------|---|
| <p>1. <b>Mr. Ruchit Samit Patel</b><br/>Flat No. 805, Al Muhatta, Al Gasimala, Sharjah, Dubai, United Arab Emirates.</p>     | <p>960</p>          |  |
| <p>2. <b>Mr. Davesh Ashokkumar Dave</b><br/>Daji Shukla's Pole, Near Sadhana Takies, Sultanpura, Baroda, Gujarat, India.</p> | <p>40</p>           |  |

DATED the 21<sup>st</sup> day of OCTOBER, 2023

**Witness to the above signatures:**

**Name:** JOHN MFANGANO

**Signature:** 

**Qualification:** ADVOCATE

**Address:** P.O. BOX 1650, MOROGORO



**THE COMPANIES ACT No. 12 OF 2002**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**NEOMECH (T) LIMITED**

1. The regulations in Part II Table "A" in the First Schedule to the Companies Act, No. 12 of 2002 shall not apply to the Company.
2. In these presents, if not inconsistent with the subject or context, 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.

Table "A"  
Not to  
Apply

| <b>WORDS</b>      | <b>MEANINGS</b>  |
|-------------------|--|
| <b>"Act"</b>      | The Companies Act, No. 12 of 2002, and every other enactment for the time being in force concerning companies and affecting the Company. |
| <b>"Dividend"</b> | Dividend and/or bonus.   |
| <b>"Month"</b>    | Calendar month.  |
| <b>"Office"</b>   | The Registered Office of the Company.  |
| <b>"Presents"</b> | These Articles of Association, as now framed, or as from time to time altered by Special Resolution.                                     |
| <b>"Seal"</b>     | The Common Seal of the Company.  |
| <b>"Writing"</b>  | Unless the contrary intention appears,   |

**"writing"** shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

**"Year"** Calendar year.

**2.1** The expressions **"Debenture"** and **"Debenture holder"** shall include **"Debenture Stock"** and **"Debenture Stockholder"**, and the expression **"Secretary"** shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

**2.2** Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

**2.3** The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

**2.4** Words importing the singular number only shall include the plural and the converse shall also apply.

**2.5** Words importing males shall include females.

**3.** The Company is a private company and accordingly:

Private  
Company

(a) the right to transfer shares is restricted in manner hereinafter prescribed.

(b) the members of the company (exclusive of persons who are in the employment 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 of the company is prohibited.

(d) the Company shall not have power to issue share

warrants to bearer.

## SHARE CAPITAL

4. The Share Capital of the Company at the date of registration of these Articles is **Tanzania Shillings Twenty Billion (TZS 20,000,000,000.00)** divided into **200,000** ordinary shares of **Tanzania Shillings One Hundred Thousand (TZS 100,000.00)** each. Share Capital

## LOANS BY THE COMPANY

5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except as authorized by the Act, give any financial assistance for the purpose of or in connection with any purchase of share in the Company. Company's own shares not to be purchased

## RIGHTS OF SHARE HOLDERS

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by article 7 below), any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine, and subject to the provisions of the Act the Company may issue Preference Shares which are, or which at the option of the Company are to be, liable to be redeemed. Issue of shares subject to special conditions

## MODIFICATION OF RIGHTS

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, How rights of shares

subject to the provisions of the Act, be modified or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a Special Resolution passed at a separate General Meeting of such holders (but not otherwise), and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat, shall *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-half in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every shares of the class held by them respectively.

may be modified

## SHARES

8. Subject to the provisions of Article 38, unissued shares shall be at the disposal of the Directors, subject to the consent of a special resolution by the Shareholders, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.
9. In addition to all other powers of paying commissions, the Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid, shall be disclosed in the manner required by the Act and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect of which the commission is paid are issued or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

Unissued shares at the disposal of Directors

Power to pay commission and brokerage

10. Shares may be held in the Company in trust for beneficial owner.

### CERTIFICATES

11. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares upon payment of such sum, as the Directors shall from time to time determine. Every certificate shall be issued under the Seal. The certificate shall specify the shares or securities to which it relates and the amount paid up thereon. Provided that the Company shall not be bound to register more than three persons as the joint holders of any shares (except in the case of executors of trustees of a deceased Member), and, in case of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate therefore, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
12. If a share certificate be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence, indemnity and the payment of out-of-pocket expenses of the Company for investigating evidence, as the Directors think fit.

Issue of  
Certificates

Renewal of  
Certificates

### LIEN

13. The Company shall have a first and paramount lien on every shares for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (including fully paid shares) standing registered in the name of each Member (whether solely or jointly with others) for all the debts and liabilities of such Member or his estate to the Company and that whether the same shall have been

Company's  
lien

incurred before or after notice to the Company of any equitable or other interest in any person other than such Member, and whether the period for the payment or discharge or the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon but the Directors may at any time declare any share to be exempt wholly or partially from the provisions of this Article.

14. The Company may sell, in such manner as the Directors think fit, any share on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the shares. For giving effect to any such sale, the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in such transfer, and he shall not be bound to see to the application of 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.

Sale of shares subject to lien

15. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

Application of proceeds of such sale

### CALLS ON SHARES

16. The Directors may from time to time make calls upon the Members in respect of any moneys (whether on account of the amount of the shares or by way of premium) unpaid on their

Calls

shares, provided that (except as otherwise fixed by the conditions of application or allotment) no call on any shares shall exceed one-fourth of the nominal amount of the share or be payable at less than fourteen days from the last call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

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| <p><b>17.</b>A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed. A call may be made payable by installments.</p>   | <p>Time when made</p>                               |
| <p><b>18.</b>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>  | <p>Liability of joint holders</p>                   |
| <p><b>19.</b>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.</p>   | <p>Interest on calls</p>                            |
| <p><b>20.</b>Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the shares or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p> | <p>Sums due on allotment to be treated as calls</p> |
| <p><b>21.</b>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 times of payment.</p>  | <p>Power to differentiate</p>                       |

## TRANSFER OF SHARES

22.

- (a) Subject to the restrictions of these presents, all transfers of shares may be effected by transfer in writing in the usual common form or in any other form in writing under hand approved by the Directors. The Directors shall also be required to approve by majority the incoming shareholder/transferor. Form of transfer
  
- (b) The instrument of transfer of a share shall be in writing and shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

23. The Director may, subject to compliance with the requirements of the Act as to advertisement, suspend the registration of transfers at such time and for such periods as they may from time to time determine, but so that such registration shall not be suspended for more than Thirty days in any year.

24. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing it with the Company. Director's refusal to register, and closing register

The Directors may decline to recognize any instrument of transfer unless:

- a. Such fee, as the Directors may from time to time require, is paid to the Company in respect thereof; and
  
- b. The instrument of transfer is deposited at the Office or such other place as the Director may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Custody of instruments of transfer

## TRANSMISSION OF SHARES

- 25.** In case of the death of a Member the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder shall be the only persons recognized by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him. Transmission on death
- 26.** Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof. Registration of Execution and Trustees in Bankruptcy
- 27.** If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. Notice of Election to be registered and registration of nominee
- 28.** A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member until he shall have become a Member in respect of the share, and should he fail either to transfer the share or to elect to be registered as a Member in respect thereof within sixty days of being required so to do by the Directors, he shall in the case of shares which are fully paid up be deemed to have elected to be Right of unregistered executors and trustee

registered as a Member in respect thereof, and may be registered accordingly.

### FORFEITURE OF SHARES

- 29.** If a Member fails to pay the whole or any part of any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all expenses which may have been incurred by the Company by reason of such non-payment. Notice requiring payment of Calls
- 30.** The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made will be liable to be forfeited. Notice to state time and place for payment
- 31.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture. Forfeiture on non-compliance with notice
- 32.** When any share has been forfeited in accordance with these presents, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the entry of the shares; but no forfeiture shall be in any manner invalidated by any accidental omission or neglect to give such notice or to make such entry as aforesaid. Notice after forfeiture

**33.**A forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was, before forfeiture, the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorize some person to transfer a forfeited share to any such other person as aforesaid.

Sale of  
forfeited  
shares

**34.**A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were payable by him to the Company in respect of the shares, with interest thereon as shall be determined by the Directors from the date of forfeiture until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture.

Rights and  
liabilities of  
Members  
whose  
shares have  
been  
forfeited

**35.**A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of, shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Title to  
forfeited  
shares

## **INCREASE OF CAPITAL**

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| <b>36.</b> The Company may from time to time by Special Resolution increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.  | Power to increase capital                    |
| <b>37.</b> The Company may by Special Resolution direct that new shares, or any of them shall be offered in the first instance, either at par or at a premium, to the then Members or to the holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group held by them respectively, or make any other provisions as to the issue of the new shares. | Allotment of new shares                      |
| <b>38.</b> All new shares shall be subject to the provisions of these presents with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise and, unless otherwise provided in accordance with the powers contained in these presents, shall be Ordinary Shares.  | Right and liabilities attached to new shares |

## **ALTERATIONS OF CAPITAL**

**39.** The Company may by Special Resolution:

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| (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.   | Power to consolidate shares |
| (b) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.   | Power to cancel shares      |
| (c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as | Power to sub-divide shares  |

compared with the others as the Company has power to attach to unissued or new shares.

And may by Special Resolution:

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| <p><b>40.</b> Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorized by the Act.</p>   | <p>Power to reduce capital</p>                                      |
| <p><b>41.</b> The Company may by Ordinary Resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.</p>   | <p>Conversion into stock</p>  |
| <p><b>42.</b> The holders of stock may transfer the same, or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p>  | <p>Rights of stockholders to transfer stock</p>                     |
| <p><b>43.</b> The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> | <p>Other rights and privileges of stockholders</p>                  |
| <p><b>44.</b> Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".</p>   | <p>Application of certain regulations to stock and stockholders</p> |

### **GENERAL MEETINGS**

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| <p><b>45.</b></p> <p style="padding-left: 40px;">(a) A General Meeting shall be held as the Annual General Meeting once in every year, at such time (within a period of not more than fifteen months after</p> | <p>Annual General Meeting</p> |
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the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. The General Meetings referred to in this Article shall be called "Annual General Meetings". All General Meetings other than Annual General Meetings shall be called "Extraordinary Meetings".

- (b) Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the shareholders for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of two or more documents in like form each signed by or on behalf of one or more of the shareholders.

Members  
resolution in  
writing

**46.** The Directors may call an Extraordinary Meeting whenever they think fit and shall, on requisition in accordance with the Act, proceed to convene an Extraordinary Meeting as required by the Act. In the case of Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

Extraordina  
ry Meetings

## NOTICE OF GENERAL MEETINGS

**47.** All meetings of Members shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day for which it is given, and shall specify the place, the day, and the hour of meeting, and in case of special business, the general nature of such business (and in the case of a meeting convened for passing a Special Resolution, the intention to propose such resolution as a Special Resolution), and shall be given in manner hereinafter mentioned to such persons as are, under the provisions herein contained, entitled to receive notices from the Company. With the consent in writing of all Members entitled to receive notices from the

Notice of  
General  
Meetings  
required

Company, a meeting may be convened by a shorter notice and in such manner as such Members may think fit.

48. The accidental omission to give notice to, or the non-receipt of notice by, any Member, shall not invalidate the proceedings at any General Meeting.

Omission and non-receipt of notice

## PROCEEDINGS AT GENERAL MEETINGS

49. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring dividends, the reading and consideration of the accounts and balance sheet and the ordinary reports of the Directors and documents required to be annexed to the balance sheet, the election of directors and appointment of Auditors and other officers in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors.

Special business

50. Any person entitled to be present and vote at a meeting may submit any resolution or amendment to the meeting, provided that at least five and not more than fourteen clear days before the day appointed for the meeting, he shall have served upon the Company a notice in writing signed by him, containing the proposed resolution or amendment, and stating his intention to submit the same.

Issue of such notice

51. Upon receipt of any such notice as in the last proceeding Article mentioned, the Secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued and shall in any other case issue as quickly as possible to the Members notice that such resolution or amendments will be proposed. Any resolution or amendment of which such notice has not been given shall in the case of a resolution and may in the case of an amendment be ruled out of order, and the ruling of the Chairman shall be conclusive.

Notice of resolutions and amendments by Members

- 52.** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum for all purposes. Quorum
- 53.** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it 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, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum. Adjournment if quorum not present
- 54.** The Chairman of the Board of Directors if any shall preside as Chairman at every General Meeting of the Company. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman. Chairman
- 55.** 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. Adjournments
- 56.** When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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. Notice of adjournments
- 57.** 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) demanded by the Chairman or by at least two Members present in person or by proxy and entitled to vote, or by a Member or Method of Voting

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| <p>Members entitled either by reason of their own holding or as representatives or as proxies, to cast one-tenth or more of the votes which could be cast in respect of that resolution if all persons entitled to vote thereon were present at the meeting.</p>   | <p>Election of<br/>Chairman</p>   |
| <p>58. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless the same be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.</p>   | <p>Votes<br/>counted in<br/>error</p>                                   |
| <p>59. If a poll is dully demanded, it shall be taken at such time and in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll, appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.</p> | <p>How poll to<br/>be taken</p>   |
| <p>60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.</p>  | <p>Chairman's<br/>casting vote</p>                                      |
| <p>61. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. No notice need be given of a poll not taken immediately.</p>  | <p>Time for<br/>taking a poll</p>                                       |
| <p>62. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.</p>   | <p>Continuanc<br/>e of<br/>business<br/>after<br/>demand a<br/>poll</p> |

## VOTES OF MEMBERS

- 63.** Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, on a show of hands every Member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Voting rights of Members
- 64.** In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members. Voting rights of joint holders
- 65.** A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis*, or other person in the nature of a committee or *curator bonis* appointed by such Court, and such committee, *curator bonis* or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than three days before the time for holding the meeting. Voting Rights of lunatic Members
- 66.** No Member shall, unless the Chairman otherwise determine, be entitled to vote at a General Meeting either personally or by proxy, or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. No right to vote where a call is unpaid
- 67.** No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. Objections

68. Votes may be given either personally or by proxy. On a show of hands, a Member (other than a corporation) present only by proxy shall have no vote, but a proxy for corporation may vote on a show of hands. A proxy need not be a Member of the Company. Votes on a poll
69. Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorize any person to act as its representative at any meeting of the Company or of any class of members of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represent as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands. Voting of corporation
70. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorized. Execution of proxies
71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of such power or authority, shall be deposited at the Office not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Deposit of proxies
72. An instrument of proxy may be in the usual common form or in such other form as the Directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the Member giving the proxy. A proxy, whether in the usual or common form or not shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed. Form of proxies

**73.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Intervening death or insanity of principal not to revoke proxy

### **DIRECTORS**

**74.** Unless and until otherwise determined by the Company in a General Meeting the Directors shall not be less than **two (2)** nor more than five (5) in number. The first directors of the Company shall be:

Number of Directors

1. **Ruchit Samit Patel**
2. **Davesh Ashokkumar Dave**

**75.** The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting may from time to time determine. The Directors shall also be paid all reasonable traveling, hotel and other expenses incurred by them in connection with attending and returning from Board Meetings or otherwise in connection with the business of the Company.

Remuneration of Directors

**76.** The office of a Director shall be vacated in any of the following events, namely: -

Vacation of office of Directors

- (a) If (not being an Executive Director holding office as such for a fixed term) he resigns his office by writing under his hand left at the Office.
- (b) If he has a receiving order made against him or compounds with his creditors.
- (c) If he be found lunatic or of unsound mind.

(d) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that, by reason of such absence, his office be vacated.

(e) If he be removed from office pursuant to Article 82.

77. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and may act in a professional capacity for the Company in conjunction with his office of Director, on such terms as to remuneration and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relating thereby established, provided that the nature of the interest of the Director in such contract or proposed contract or arrangement be declared at the meeting of the Directors at which the question is first taken into consideration if his interest then exists, or in any other case at the next meeting of the Directors held after he became interested. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in ascertaining whether a quorum is present, provided that he gives notice of the nature of his interest in any such contract or arrangement in the same manner as aforesaid. A general notice given to the Board by a Director to the effect that he is a member of or beneficially interested in a specified firm or company and is to be regarded as interested in any contracts or arrangements which may be made with that firm or company after the date of such notice shall be a sufficient declaration of interest under this Article.

Power of  
Directors to  
hold offices  
of profit and  
to contract  
with  
Company

78. The Chairman of the Board of Directors shall be elected through a special resolution by the Shareholders on such terms and for

Chairman

such period (subject always to the provisions of these presents) as they may think fit.

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|--|---|
| <p><b>79.</b>The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company as the Company may so decide.</p>   | <p>Powers of Chairman and Executive Directors</p>                         |
| <p><b>80.</b>Subject to any provisions to the contrary contained in the Act or in these presents, the Directors may entrust to and confer upon the Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time-to-time revoke, withdraw, alter or vary all or any such powers.</p> |   |
| <p><b>81.</b>The Company in General Meeting may from time to time through a special resolution increase or reduce the number of Directors.</p>   | <p>Power to increase number of Directors</p>                              |
| <p><b>82.</b>The Director shall by a resolution of the Board have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.</p>  | <p>Power to fill casual vacancies and to appoint additional Directors</p> |
| <p><b>83.</b>The shareholders may by an extraordinary resolution remove any Director before the expiration of his period of office and may appoint another person in his stead.</p>  | <p>Removal of Directors.</p>  |

## **POWERS OF DIRECTORS**

- |   |  |
|---|--|
| <p><b>84.</b> The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in the General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to</p> | <p>General power of Directors to manage Company's business</p> |
|---|--|

such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

- 85.** The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or financing, assisting or subsidizing any such subsidiary company or guaranteeing its contracts, obligations or liabilities and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive Directors or managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them. Organizational of subsidiary companies
- 86.** The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him. Power to appoint attorneys

87. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Power to have a seal for use abroad

88. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of the world in which the Company transacts business, a Branch Register or Registers of Members resident there and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such Register.

### BORROWING POWERS

89. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they may in their absolute discretion think fit. The Directors may secure the repayment or raise any such sums as aforesaid by legal or equitable Mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, of debentures and debenture stock either charged upon the whole or any part of the property and the assets (including its uncalled Capital) of the Company or not so charged, or in such other way as the Directors may think expedient.

Power to borrow and to give security

90. Subject to the provisions of Article 77 of these presents, a Director of the Company may be or become a director or other officer of, or otherwise interested in, any company including but not limited to any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in favor of any resolution appointing it or any of its number, directors or officers of such other company. Furthermore, any Director of the Company may vote in favor of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other

Holding of concurrent office

company and as such or in any other manner is or may be interested in the exercise of such voting rights in a manner aforesaid.

91. All cheques, promissory notes, bills of exchange, and other negotiable or transferable 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
- Signature of cheques and bills

### PROCEEDINGS OF DIRECTORS

- 92.
- (a) The Directors may meet for dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes; the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors.
- Board Meetings
- (b) Any or all the Directors or any members of a committee or sub-committee of the Board may participate in a meeting of the Board or that committee or sub-committee by means of a conference telephone, video conferencing or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is present.
- Telephone conference
93. The quorum necessary for the transaction of the business of the Directors may be fixed by the Chairman, and unless so fixed at any other number shall be two.
- Quorum

94. The continuing Directors may act notwithstanding any
- Proceedings in case of

- vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any shareholder may summon a General Meeting of shareholders for the purpose of appointing Directors. vacancies
- 95.** The Chairman of the Board shall preside at all meetings of the Members. Chairman
- 96.** A resolution in writing, signed by all the Directors for the time being, shall be effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Resolutions in writing
- 97.** A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors. Powers of meeting at which a quorum is present
- 98.** Without prejudice and in addition to the Provisions of Article 84, the Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees
- 99.** Without prejudice and in addition to the Provisions of Article 84, the Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees

**100.** The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Proceedings at committee meetings

**101.** All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, 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 had been entitled to vote.

Validity of acts of Directors in spite of some formal defect

#### **ALTERNATE DIRECTORS**

**102.** Any Director may at any time appoint any person approved by the Board to be an Alternate Director of the Company and may at any time remove any Alternate Director so appointed by him from office. An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company or to appoint an Alternate but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An Alternate shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of Alternate Directors shall be affected by writing under the hand of the Director making or revoking such appointment left at the office.

Provisions for appointing and removing Alternate Directors

## MINUTES

103. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minute of such meetings if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Records of appointments and proceedings to be kept

## THE SEAL

104. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Board, both of whom shall sign every instrument to which the Seal is so affixed in their presence.

Formalities for affixing seal

## AUTHENTICATION OF DOCUMENTS

105. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Power to authenticate documents


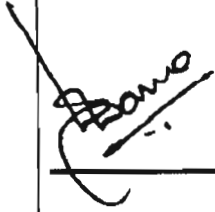
## DIVIDENDS

**106.** Subject to any special rights as to dividend attached to any new class of shares in accordance with these presents, the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up and submitted to the Company in General Meeting shall be apportioned and paid to the Members according to the amounts paid on the shares held by them respectively during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividends accordingly.

Payment of dividends

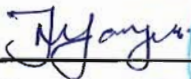
**107.** No dividend shall be payable except out of the profits of the Company, or more than the amount recommended by the Directors.

Dividends payable only out of profits

| Names, Addresses and Description of subscribers  | No. of Shares Taken | Signatures  |
|--|---------------------|---|
| <p><b>1. Mr. Ruchit Samit Patel</b><br/>Flat No. 805, Al Muhatta, Al Gasimala, Sharjah, Dubai, United Arab Emirates.</p>     | <p><b>960</b></p>   |  |
| <p><b>2. Mr. Davesh Ashokkumar Dave</b><br/>Daji Shukla's Pole, Near Sadhana Takies, Sultanpura, Baroda, Gujarat, India.</p> | <p><b>40</b></p>    |  |

DATED the 21<sup>st</sup> day of OCTOBER, 2023

Witness to the above signatures:

Name: JOHN MFANGANO  
Signature:   
Qualification: ADVOCATE  
Address: P.O. BOX 16101, NAIROBI



# NEOMECH (T) LIMITED

House No. 1, Plot No. 46/3 Pugu Road, Dar Es Salaam, Tanzania  
Phone: +255 2222864213 Email: info@neomech.co.tz

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## MEMBERS SPECIAL RESOLUTION PASSED PURSUANT TO THE COMPANIES ACT NO. 12 OF 2002 DATED 20<sup>TH</sup> NOVEMBER, 2023

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**WHEREAS** the undersigned being Members of the Company do hereby consent to the passing of this Special Resolution.

### **RESOLUTION FOR ADDITION OF BUSINESS ACTIVITIES:**

#### **TABLED THAT:**

- 1.0 The Company pursuant to the applicable provision of the Companies Act, consent is hereby accorded to change the Memorandum of the Company and add the following activities to form part of the activities of the Company;
  - 3.4 To carry on business as manufacturers, producers, processors, exporters, importers, and dealers in all kind of foam products, paints, resins, oils, adhesives, cosmetics, and all other related activities.
  - 3.5 To carry on business as manufacturers, producers, processors, exporters, importers and dealers in all types of packaging material and all other related activities.

#### **RESOLVED THAT:**

- 1.0 The Company add the above listed activities to be read together with the other registered activities.
- 2.0 That the Company Secretary shall notify the office of the Registrar of Companies with respect to these changes to reflect the present activities in the Company after the passing of the above resolution.

**CERTIFIED TRUE EXTRACT  
(By Order of the Board)**



1. Mr. Ruchit Samir Patel  
Chairman  
Date: 20<sup>th</sup> November 2023



1. Mr. Divesh Ashokkumar Dave  
Secretary  
Date: 20<sup>th</sup> November 2023



**THE COMPANIES ACT NO. 12 OF 2002**

**COMPANY LIMITED BY SHARES**

**AMENDED MEMORANDUM OF ASSOCIATION OF;**

**NEOMECH (T) LIMITED**

**Incorporated this 2<sup>nd</sup> day of November, 2023**

**As per Members Resolution passed on  
20<sup>th</sup> day of November, 2023.**

**DRAWN BY:**

**DAVESH ASHOKKUMAR DAVE  
P.O. BOX 2545,  
DAR ES SALAAM  
MOB NO: +255 713 530 644  
E-MAIL: rmb261972@gmail.com**

**THE COMPANIES ACT No. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**OF**

**NEOMECH (T) LIMITED**

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1. The name of the Company shall be **NEOMECH (T) 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:
  - 3.1 To carry on the business of manufacture, import, export, produce and distribute all types of sanitary pads, towels, paper towels, tissue, napkins, toilet paper and all kinds of tissue related products and accessories.
  - 3.2 To carry on the business of manufacture, import, export, produce and distribute all types of Glass Reinforced Plastic (GRP) sheets, Glass Reinforced Plastic (GRP) water tanks, Fiber-reinforced polymers or plastic (FRP) roofing sheets and any other roofing tiles, shingles and other related products and accessories.
  - 3.3 To carry on the business of manufacture, import, export, produce and distribute all types of Multi-layered packaging films and any other related products and accessories.
  - 3.4 To carry on business as manufacturers, producers, processors, exporters, importers, and dealers in all kind of foam products, paints, resins, oils, adhesives, cosmetics, and all other related activities.
  - 3.5 To carry on business as manufacturers, producers, processors, exporters, importers and dealers in all types of packaging material and all other related activities.

- 3.6** To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection construction and maintenance of any of the above.
- 3.7** To carry on the business of manufactures representatives, general traders, merchants and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, implements, equipment, goods, and articles merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.
- 3.8** To carry on the business of dealing in manufacturing, import, exporting, marketing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise and act as insurance agents, commission agents, brokers and manufactures, representatives in fields. To be agent of foreign company and to establish business enterprises whether small scale. Industries and generally deal in all kinds of general merchants and to import, export and all merchandise or articles of all description.
- 3.9** To carry on business as manufactures, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, motorcycles, cars, trucks, lorries or other vehicles, motor vehicle spares and parts of all description, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spare, accessories, motor cycle, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- 3.10** To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, departments stores, groceries

food and shops of all kinds and description and generally to deal with such activities.

- 3.11** To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers, and dealers in all types of electrical goods, hardware building materials, spare parts and general. Tyres, tubes, tools, and accessories for all types of automotive, motor vehicles, scrapers, agricultural machinery, implements, equipment, all kind of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipment, cooking oil, salts, foodstuffs, cosmetics, oil, paint, spirits sheet, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags, and other similar goods.
- 3.12** To carry on the business of general merchants, distributors, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealer, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textile, groceries, medicines, drugs, wines, spirits, liquors, chemicals, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobile and generally in all manufactured goods of all types and merchandise of all kinds.
- 3.13** To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilities travelling to organize hunting, tented camps, fishing and diving expeditions, safari promoters and undertakes generally and in particular to arrange and manager hunting safaris, photos safari adventure tours, fishing trips, handling of game trophies and animal skin, catching, harbouring, transporting, wildlife and marine products of all kinds.
- 3.14** To carry on all or any of the business of stationaries, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope maker, book binder, account book manufactures, machine, rulers numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, of dealers in playing, visiting, railways, festival invitation,

dealers in or manufacturers or any of them or connected therewith and deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.

**3.15** To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings roads, machinery and plants, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interest; to clear sites for the same; to contribute to; subsidies or otherwise assist in the building, construction, alternation, repair, improvement, enlargement, management carrying out or control, to carry business of buying and selling building materials, hardware's electrical goods and household items.

**3.16** To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ship and boats of every description and carrier 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 or other foreign country.

**3.17** To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauler, customs bonded warehouse and go down keepers, cargo and travel agents, insurance broker, insurance agents, tourist agents, manufacture's representatives, road contractors, cargo superintendents, packers, machinery haulage specialist, 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 neighbouring countries and in such other places as may from time to time determined by the Company, engage in and or

otherwise carry-on business as transporters and transport agents, freight forwarders.

- 3.18** To carry on the business as general food processors packers and suppliers to be general suppliers of hard food stuff and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits and flowers.
- 3.19** To engage in carry out the business of proprietors and manager of restaurants, cafes. Roadhouses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeeper, refreshment and tea rooms, milk and snacks bars tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- 3.20** To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easement and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell or lease exchange or otherwise dispose of grant right over any immovable property, belonging to the Company.
- 3.21** To purchase, take or lease or in exchange, hire or otherwise acquire and hold any estate or interest in any land buildings, easement, rights, licenses secret processes, machinery, plants, stock in trade and real or personal property of any kind.
- 3.22** To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by instalment or otherwise or partly paid-up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- 3.23** To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- 3.24** To remunerate any person, firm or Company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.

- 3.25** To advance money to shareholders in the Company, and other to the purpose of enabling the person borrowing the same erect or purchase or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in or take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- 3.26** To distribute among the members in pieces any property of the Company, or any proceeds of sale or disposal of any property of the Company.
- 3.27** To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- 3.28** To take or otherwise and hold shares in any other company having objects altogether or in part similar to this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- 3.29** To transact or carry on all kinds of agency business and in relation to the investment of money, the sale of property, and the collection and receipt of money.
- 3.30** To carry on all business of growing cereals, leguminous crops, oil seeds, growing vegetables, melons, roots, tubers, growing sugar cane, growing of tobacco, growing of fibre crops, growing of other non-perennial crops, growing of perennial crops like grapes, citrus fruits, tropical and subtropical fruits, pome fruit, stone fruits, oleaginous fruits, other tree and bush fruits and nuts, growing of beverage crops, growing spices, aromatic, pharmaceutical crops.
- 3.31** To carry on all business related to forestry and logging such as silviculture, gathering of non-wood forest product and support services to forestry.
- 3.32** To carry all business related to fishing and aquaculture like marine fishing, Fresh water fishing, marine aquaculture, and freshwater aquaculture.

- 3.33** To carry on all business related to printing and reproduction of recorded media, services related to printing and reproduction of recorded media.
- 3.34** To do all business related to the manufacture of computer, electronic and optical products including manufacture of electronic components and boards, manufacture of computers and peripheral equipment, manufacture of communication equipment, manufacture of consumer electronics, manufacture of measuring, testing navigating and control equipment; watches and clocks, manufacture of irradiation, electromedical and electrotherapeutic equipment, manufacture of optical instruments and photographic equipment and manufacture of magnetic and optical media and computer programming, consultancy and related activities and other information services activities.
- 3.35** To carry on the business of manufacturing electronic equipment, including batteries and accumulators, wiring and wiring devices, fibre optic cables, electric lightening equipment, manufacture of domestic electric appliances and manufacture of other electrical equipment.
- 3.36** To carry on the business of repair and installation machinery and equipment including, repair of fabricated metal products, repair of machinery, repair of electronic and optical equipment, repair of transport equipment, installation of industrial machinery.
- 3.37** To carry on the business of wholesale and retail trade and repair of motor vehicles and motorcycles, including sale of motor vehicle and motorcycle, motor vehicle and motorcycle parts and accessories.
- 3.38** To carry on the business of land transport pipeline transport, water transport and air transport including passenger rail transport, interurban, freight rail transport, urban and suburban passenger land transport, freight transport by road and transport via pipeline, sea coastal water transport, inland water transport, inland passengers water transport and inland freight water transport, passenger air transport and freight air transport.
- 3.39** To carry on business of warehousing and support activities for transportation including warehousing and storage, service activities incidental to land transportation, water transportation and air transportation and cargo handling activities.

- 3.40** To carry on the business of postal and courier activities.
- 3.41** To carry on all business related to accommodation including short term accommodation activities, camping grounds, recreational vehicles parks and trailer parks.
- 3.42** To carry on the business of publishing activities including book publishing, publishing of directories and mailing lists, publishing of newspaper, journals and periodicals, software publishing and other publishing activities and sound recording and music publishing activities and Motion picture, video and television programme activities
- 3.43** To carry on the business of telecommunication activities including wired, wireless telecommunication activities, satellite telecommunication activities and other telecommunication activities.
- 3.44** To carry on the business of programming and broadcasting activities including television, radio broadcasting and television programming.
- 3.45** To do all business related to insurance activities including life insurance, non-life insurance, reinsurance, and pension funding except for compulsory social security.
- 3.45.1** To do all business related to auxiliary to financial services including administration of financial markets, security and commodity contracts brokerage, risk and damage evaluation fund management activities, activities auxiliary to insurance and pension funding, other activities auxiliary to financial activities and other activities auxiliary to insurance and pension funding.
- 3.46** To do all business related to scientific research and development including research and experimental development on natural science and engineering and research and experimental development on social science and humanities.
- 3.47** To carry on business related to advertising and market research including market research and public opinion polling.
- 3.48** To carry on business related to veterinary activities.

- 3.49** To carry on business related to rental and leasing activities including renting and leasing motor vehicles, personal and household goods, recreational and sports goods, machinery, equipment and tangible goods, leasing of intellectual property and similar products, except for copyrighted works.
- 3.50** To carry on business related to employment activities including employment placement agencies, temporary employment agencies and other human resources provision.
- 3.51** To carry on business related to travel agency, tour operator, reservation services and related activities.
- 3.52** To do all business related to office administration, office support and other business support activities including combined office administrative services activities, photocopying, document preparation, activities call centre, organization of conventions and trade shows, activities of collection agencies and credit bureaus.
- 3.53** To act as a Holding company or a Subsidiary or both and carry on the business of consultancy including Health consultancy, Medical Consultancy, Agricultural consultancy, Business consultancy, Engineering consultancy, Travel Consultancy, ICT consultancy, Educational consultancy, Environmental consultancy, Tax consultancy, Marketing consultancy, Legal consultancy, Human resource consultancy, Monitoring and Evaluation consultancy, Security consultancy, Telecommunication consultancy and any other form of consultancy.
- 3.54** To do all business related to human health activities including medical and dental practices and other human health activities, residential care activities including nursing care facilities, residential care for the mentally retarded, mental health and substance abuse, residential for the elderly and disabled and other residential care activities.
- 3.55** To carry on business related to social work activities without accommodation including for the elderly and disabled and other social work activities without accommodation.
- 3.56** To do all business related to creative arts and entertainment activities, sport activities and amusement and recreation activities.

- 3.57** To do all activities related to membership organizations including trade unions, activities of employer and professional membership organizations and other membership organization.
- 3.58** To carry on the business of repair of computers and personal and household goods including electronics, leather goods, home furnishing, communication equipment, peripheral equipment, footwear, and other goods.
- 3.59** To carry on business personal services such as washing and dry cleaning of textile and fur products, hairdressing and other beauty treatment, funeral related activities, and other personal service activities.
- 3.60** To carry on the business of household employers of domestic personnel.
- 3.61** To carry on business of extraterritorial organization and bodies.
- 3.62** To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.
- 3.62.1** To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call center services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by outsourcing business and information technology services providers, the software development houses and application services providers.
- 3.63** To carry on the business as solution provider, creator, developer, designer, buyer, seller, Reseller, importer, exporter trader, consultant,

adviser trainer, publisher and assistance or service provider in the field of Information Technology (IT) consulting, transcription, e-commerce, computer software, software packages, software products, customize software, embedded software, software tools, system or testing and certification and to provide training in soft skills and send employees abroad for on sight development and consulting.

- 3.64** To carry on with the business of installation and utilization of Graphic user network machine for making various payment using the smart pay phone facilities including but not limited to swiping of debit/credit cards, making of video/conference calls, photo shoot/video chatting, recharging of telephone systems online, booking of cinema tickets, airline tickets and making use of short message services and or multimedia message services.
- 3.65** To engage and/or otherwise carry on the business as general dealers of computer hardware and software to be importers and distributors of all kind of computer hardware and software, to provide general computer services, to commercial computer programmers, and generally to be computer acquisition consultants, to design and offer computer training services, to operate schools and training centers, to be suppliers and installers and service 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 kind of computer systems, electronic items and all kinds of electrical instruments.
- 3.66** To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

**3.67** To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Internet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use, for sale and to design and develop such systems and application software for and on behalf of manufactures owners and users of computers, telecom, digital, electronic equipment.

**3.68** To offer training, consultancy, advisory and all related services in all areas of information technology including computers hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, mathematics, and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market implement systems and application software packages and related products to conduct software and hardware courses, to offer consultancy including hardware selection system design, manpower selection, software development, implementation and training through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

**3.69** To develop, implement install, maintain, monitor, supervise and support online Electronic payment systems that allow users to transfer, to make and collect payments electronically.

**3.70** To carry on the business of ICT Solutions, Mobile digital payment solution, mobile money systems, taxation solutions, e-government, traceability systems, website design and development training, sale of

computers, management and IT Consultancy and all types of ICT and related activities.

- 3.71** To carry on the business of developing, designing, importing and exporting software products and services including telecom related software and services and becoming a service provider of internet, telecommunication, radio, television or any other distribution or broadcasting activity as maybe permitted by the Government.
- 3.72** To carry the business of developing and providing services in the field of electric, commerce, web based or related technology and applications, deal in all kinds of internet/Intranet/Extranet business using e-commerce application, undertake computer related jobs as data collection, survey, data processing, data entry, computer aided drafting and designing/computer aided desk top publishing, multimedia applications (audio, video) communication network such as LAN, WAN, internet and its application, e-commerce using various software developed by self or procured from the market.
- 3.73** To carry on the business of marketing and sales representatives in the electronic media and consultancy of electronic commerce and other products and services including Internet, E-Mail, Electronic Data Interchange, Web Publishing, Web/Portal hosting, Web Solutions.
- 3.74** To develop, build, store, host and promote portals, web sites and other interactive multimedia products, E-commerce applications and services, whether digital or otherwise and market or distribute them on the internet or other distribution platforms.
- 3.75** To develop or acquire and own intellectual property and in particular to act as copyright owners, internet site or portal owners, video right owners, cable right owners, dubbing rights owners and other studio owners of all kinds of data, educational radio programmes, television programmes, videos, advertising, films and documentary in all formats and languages prevailing in the world.
- 3.76** To carry on the business of computer and information technology of all kinds of development of computer software, hardware, data processing and providing consultancy services, technical assistance in the field of information technology.

- 3.77** To carry on the business of provider and syndicator of electronic contents for websites provider of value added internet service, to act as consultants in internet related services and as Integration Company.
- 3.78** To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/kinds of electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, payment gateways services, prepaid and post-paid payment instruments payment systems including open/ closed/ semi-closed systems payment instruments, including all kinds of payments services in any manner whatsoever.
- 3.79** To provide services, management and consultancy in the field of prepaid and post-paid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers' distributors, agents, representative operating in the line of prepaid, post-paid and other payment system services, and allied activities related thereto.
- 3.80** To operate as a bill payment gateway/bill payment system service provider in accordance with applicable law including, inter alia, to provide bill payment services for utility bills, school/university fees, municipal taxes and for other services as may be notified by the relevant authority from time to time.
- a. To carry on the business of distribution of all types of loan products, provide information or credit worthiness, screening borrowers, underwriting borrowings, lending and guarantying recovery of loan.
  - b. To carry on the business of soliciting or procuring insurance business as an insurance intermediary.
  - c. To render services as brokers, commission agents, to carry on the business of retail and institutional distribution of the schemes of the Funds or any other financial products issued by Banks, or any other financial institution or intermediary.
- 3.81** To carry on all business related to e-commerce, repair & maintenance, real estate, outsourcing activities (on fee or contract basis), government support activities, agriculture including livestock keeping, general

farming, animal husbandry, mixed agriculture, agriculture support activities like post-harvest crops activities, crop production activities, animal production activities, seed processing for propagation and Hunting, trapping and related services activities, whole sale and retail sale of agricultural implements and inputs, export and import of agriculture products, commercial agricultural production, processing agricultural products, manufacture of agricultural and all other activities related to generally to agriculture

- 3.82** To establish, run pharmacies, trading, buy and sell, leasing, renting and to be suppliers of drug and carry on the business of importers of laboratory equipment for schools and hospitals and other institutions, to supply laboratory chemicals.
- 3.83** To carry on the business of developing and promoting multi technology and telecommunication solutions with a view to serve the people of the United Republic Tanzania and of the world at large.
- 3.84** To carry on the business as civil and telecommunication engineers, conduct and do plumbing business in constructions, erection and repair of steam, gas light, water and liquid pipes, fittings and apparatus, to equip and provide buildings, mining sites, railroads, manufacturing and municipal plants with pipes, fittings, apparatus and repair of heat, light gas or water supply, to buy and sell articles and apparatus sold and kept for sale by the plumber and generally to transact and do all manner of business in the plumbing line, incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- 3.85** To deal in outsourcing and in sourcing of technical services and carry on the business technical colleges, computer colleges and all types of polytechnic school and colleges.
- 3.86** To carry on the business as dealers and traders of all kinds of electrical goods and equipment and facilitate, import and export of all technical commodities and equipment, spare parts of all kinds and become general registered dealers in all kinds of electrical appliances and apparatus, to carry on the trades or business of making, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, television sets, recording instruments

and electronic, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.

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 of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object 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 of the name of the Company but may be carried out in as full and ample a manner and construed in as wide as sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragh of this clause shall not be restricted by being construed ejusdem generis with any word or words in the same paragraph.

4. The liability of the members is **Limited**.
5. The authorized share capital of the company at the date of registration of this Memorandum of Association is **Tanzanian Shillings Twenty Billion (TZS 20,000,000,000.00)** divided into **200,000** ordinary shares of **Tanzania Shillings One Hundred Thousand (TZS 100,000.00)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the 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(s) of shares in the capital of the Company set opposite our respective names.

| Names, Addresses and Description of subscribers   | No. of Shares Taken | Signatures |
|---|---------------------|------------|
| 1. Mr. Ruchit Samir Patel<br>Flat No. 805, Al Muhatta, Al Gasimala, Sharjah, Dubai, United Arab Emirates.     | 960                 | SIGNED     |
| 2. Mr. Davesb Ashokkumar Dave<br>Daji Shukla's Pole, Near Sadhana Takies, Sultanpura, Baroda, Gujarat, India. | 40                  | SIGNED     |

DATED the 20<sup>th</sup> day of November, 2023.

Witness to the above signatures: SIGNED

