THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

O F

CUSNA INVESTMENT IMITE

Incorporated this ___ day ___ 19

DRAWN BY:

WALTER KISSIMBO
(SUBSCRIBER)
P. O. BOX 4101
DAR ES SALAAM

Certified True Copy of The Original
Sign: ..... Date: 21/1/2024
NANCY DAMAS NGOIYA
Advocate, Notary
Public & Commissioner for Oaths

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C. 1

TANZANIA

Certificate of Incorporation

No. 25941

Certified True Copy of The Original
Sign. ..... Date: 23/11/2024
NANCY DAMAS NGOIYA
Advocate, Notary
Public & Commissioner for Oaths

I HEREBY CERTIFY THAT

CUSNA INVESTMENT .....

.....Limited

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam

this 24th day of AUGUST

One thousand nine hundred and NINETY FOUR

ASST. *Registrar of Companies*

G P Dsm 28076/3-94/15c

UNITED REPUBLIC [illegible]NZANIA

Certificate of Incorporation

No.

I HEREBY CER[illegible] that

CUSNA INVESTMENT LIMITED

is this day Incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam this.....day of..... day of.....One thous[illegible]e hundred and.....

SEAL

.....
Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

COSNA INVESTMENT LIMITED

1. The name of the Company is "COSNA INVESTMENT LTD".

2. The Registered Office will be situated in Tanzania.

3. The objects for which the Company is established are:-

(a) To carry on the business as universal providers, universal merchants, wholesalers, retailers and general suppliers of all goods of whatever description.

(b) To carry on business as importers and exporters of all commodities of whatever description.

(c) To carry on business as wholesalers or retailers of all hardware, building materials, spare parts, motor vehicles, electrical appliances, timber furniture, industrial and agricultural machineries.

(d) To carry on business as suppliers of computers, communication equipments, electrical machineries, television sets, music systems and all electric and electrical goods.

(e) To carry on business as commission agents, manufacturers representatives, brokers, jobbers, and auctioneers.

(f) To carry on the business as clearing and forwarding agents, customs agents, travel agents, tour operators, shipping agents and

(g) To carry on the business of transporting goods and passengers throughout the world by all means of transportation, by air, water and land.

(h) To carry on the business of suppliers of stationaries, and operators of secretarial bureaus in all their branches, vizi publishers, printers, book-binders, engravers, print sellers, paper makers, and advertising agents.

(i) To carry on business of proprietors, managers, lessors, lessees of hotels, restaurants, cafes, billiard rooms, refreshment rooms, lodging houses, game and safari lodges, promoters, organisers and providers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and passtimes.

(j) To carry on the business of operators of garages, dealers and repairers of all kinds of motorvehicles.

(k) To carry on the business as proprietors of chemist shops, dealers in cosmetics and proprietors of saloons and laundries.

(l) To carry on the business as financiers, bank operators, and owners of bureau de change.

(m) To carry on the business as dealers of all minerals of whatever description.

(n) To invest the monies of the company not immediately required in such manner other than in the shares of this company as may from time to time be determined.

(o) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell shares stock in any company society or undertaking, the objects, or which shall either in whole or in part be similar to those of this company or such as may be likely to promote advance the interest of this company.

(p) To establish agencies and local boards in the United Republic of Tanzania and elsewhere and to regulate and discontinue the same.

(q) To provise for the walfare of persons in the employment to the company or formerly in the employment of the company or its predecessors in business and the wives, widows and families of such persons by grants of money pensions or other payment and to form suscribe to for otherwise aid benevolent religios scientific, national or other institutions or objects which shall have any moral or other claims to support or aid by the company by reasons of the nature or the locality of its operations or otherwise.

(r) From time to time subscribe or contribute to any charitable, benevolent or useful objects of a public character the support of which will, in the opinion of the company, tend to increase its repute or popularity among its employees, its customers of the public.

(s) To enter or carry into effect any arrangement for joint working in business or for sharing of profits or for amalgamation with any other company or any partnership or person, carrying on a business within the objects of this company.

(t) To establish promote and otherwise assist any company or companies for the purpose acquiring any of the property of furthering any of the objectives of this company.

(u) To make subvention payment in favour of any associated company and to enter into all necessary and proper arrangements for that purpose.

(v) To sell, dispose of or transfer the business property and undertakings of the company or any part thereof for any consideration which the company may see fit to accept.

(w) To accept or shares in or the debenture mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing afrom any such company.

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(x) To distribute in specie or otherwise as may be resolve any assts of the company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this company.

(y) To carry on any other business of a similar nature or any business which may in the opinion of the directors be conveniently carried on by this company.

(z) To do all or any of the matters hereby authorized in any part of the world either alone or in conjuction with or as factors, trustees or agents for any other companies or persons or by or through any factors, trustees or agents.

(aa) Generally to do all such other things as may appear to the company to be incidental or conducive to the attainment of the above object or any of them.

(bb) It is hereby declared that:-

(i) The word "company" in this Clause except when used in reference to this company shall be deemed to include any partnership or other body of persons whether domiciled in Tanzania or elsewhere; and

(ii) The objects set forth in each sub-clause of this clause shall not be restrictively construed but the wide interpretation shall be given thereto and they shall not except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object to objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancilliary to the objects or powers mentioned in any other sub-clause but the company shall have power full to exercise all or any of the objects conferred by it provided in each of the said sub-clauses as if each sub-clause contained the of a separate company.

4. The liabilit of the members is limited.

5. The share capital of the company is T.Shs.10,000,000/= divided into 100 ordinary shares of T.shs.100,000/ each with power to increase or reduce the capital, to consolidate or sub-divide the share into shares of larger or smaller amount and to issue all or any part of the said Capital.

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

Names, Addresses and Discription of Subscribers	Number of Shares Taken by each Subscriber	Signature of Subscriber
1. WALTER KISSIMBO P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	20	
2. DEOGRATIUS MAPUA P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	Shares sold to MR. SY. MNSHI today 16/02/99	
3. MANSUR RAMADHANI P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	Shares sold to Mr S.T. Mushi Today 23/11/98.	

DATED at Dar es Salaam this 23rd day of ~~August~~ 1994

WITNESS to the above Signatures:

SIGNATURE : .....

POSTAL ADDRESS : ..... Box 2203

.....

QUALIFICATION : ..... ADVOCATE

Certified True Copy of The Original
Sign: ..... Date: 29/12/2004
NANCY DAMAS NGOWA
Advocate, Notary
Public & Commissioner for Oaths

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CUSNA INVESTMENT LIMITED

1. PRELIMINARY:

In these regulations:

The ordinance "means the Companies Ordinance Chapter 212 of the Law of Tanzania".

2. When any provision of the Ordinance is referred to the reference is that provisions as modified by any law for the time being in force

Unless the context otherwise requires, the expression defined in the ordinance or any statutory modification thereof in force at the date at which these regulation become binding on the Company, shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms Co-operative Societies etc.

The Regulation of Table 'A' in the First Schedule to the Companies Ordinance (hereinafter called Table 'A') shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of, any conflict between the provision herein, and the provisions under Table, 'A' the former shall prevail and in addition to substitution shall be the former regulations of the Company.

PRIVATE COMPANY:

The Company is a private company and accordingly:

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

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the company to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single members.

(c) Any invitation to the public to subscribed for any shares or debentures of the Company is prohibited.

(d) The company shall not have power to issue share warrant to bearer.

3. TRANSFER OF SHARES

The Directors may in their descretion without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. (a) No share will be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustees in bank-ruptcy or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of such shares to any member or members of the Company at a price to be agreed upon between the part given such notice difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such of the shareholders desiring to sell or transfer the said shares stating the number and price of such shares inviting the person to whom notice is set to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of share already held by them respectively or if there be only one such shareholder, the whole of such shareholder shall be sold to him, provided that no maximum number of such shares stated in his answer to the said notice. Upon such appointment being made or as the case may be the party desiring to sell or transfer such shares to the respective shareholder or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETING:

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

5. Articles 39 to 52 Table 'A' shall apply subject to the following variations:-

(a) A General Meeting, Ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice then seven days with out notice.

(b) Two members, present either personally or by proxy shall form a quorum.

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6. DIRECTOR

(a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and more than seven in number.

(b) The following persons shall be first Directors of the Company:-

1. WALTER KISSIMBO
2. DEOGRATIUS MAPUA
3. MANSUR RAMADHANI

7. The shareholding qualification for Directors may be fixed and no qualification shall be required.

8. The quorum of the Directors for transacting business shall, unless otherwise be fixed, by the Directors two.

9. A Resolution in writing signed by all the Directors, then in Tanzania shall be as valid and effective as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the Company.

11. BORROWING POWERS:

The Directors may raise or borrow of the purpose of the Company's business such sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company or not charged, or in such other way as the Directors may think expedient.

12. ALTERNATE DIRECTORS:

Each Director may nominate a person, who shall be approved of in writing by the other Director. To act as Alternate in his place during his absence from Tanzania or inability to act as such Directors, such Alternate Director shall be subjected in all other respects to the terms and conditions. Existing with reference to the Directors when acting shall exercise and discharge all duties and functions of the Directors being unable to act during the absence or inability to act as the Director whom being representative he may be subjected to the like approval of the other Directors appoint a duly qualified person to act in his place.

13. SECRETARY:

The Secretary shall be appointed by the Board for such terms at such remuneration and upon such a condition as it may think fit, and any Secretary so appointed by removed by the Board.

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14. WINDING UP:

With the Sanction of a special Resolution of the Shareholder any part of the assets of the Company including any shares in other companies may be divided between the Members of the Company is in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company desolved but so that no member shall be compled to accept any share whereupon thereiis any liability.

15. INDEMNITY:

Every Directors, managing Director, Agents, Auditor, Secretary and other officers for the time being of the Company against any liability incurred by him in which judgement is given in his favour or in which he is acquitted or in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

16. ALTERATION OR ADDITIONS:

Subject to the Provision of the ordinance and to these contained in the Articles of Association the company may by special resolution make alteration or addition and such alteration or addition so made shall be as valid and effectual as is originally contained in these Articles and be subject in like manner to alteration by special resolution.

REMINDERS:

The Company shall comply with the following provisions of the Companies Ordinance:-

(a) Sending in proper return of allotment (Section No. 43)

(b) Sending to the Registrar. Notice of Consolidation and sub-divisions of shares (Section No. 52)

(c) Sending Notice of Increase of share capital (Section No. 53)

(d) Having Certificates of share ready for delivery (Section No. 68)

(e) Keeping Register of Mortage and charges and allowing inspection (Section Nos. 74, 79, 80 and 81).

(f) Keeping Register of Members (Section No. 96)

(g) Making an annual list and summary (Section No.108)

(h) Sending to the Registrar an annual certificate that the company has not invite the public to subscribe for shares, debentures or debenture stock of the company (Section No. 111).

(i) Calling a General meeting every year within proper time (Section No. 112)

(j) Calling an Extraordinary General meeting on request (Section No. 114)

(k) Sending to the Registrar copies of special and extraordinary resolution (Section No. 116).

(l) Keeping proper Books of Accounts (Section No. 122)

(m) Making out a balance sheet and having it audited (Section No. 123 by an auditor appointed under section No. 132).

(n) Keeping a register of Directors and notfying names and nationality and changes in the Board of Directors (Section No. 145).

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Names, Addresses and Discription of Subscribers	Number of Shares Taken by each Subscriber	Signature of Subscriber
1. WALTER KISSIMBO P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	20	
2. DEOGRATIUS MAPUA P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	shares sold to Mr. SIMMITH today 16/02/99	
3. MANSUR RAMADHANI P. O. BOX 4101 DAR ES SALAAM (BUSINESSMAN)	20 Shares sold to S.I. Mustafa 13th/4/98	

DATED at Dar es Salaam this 23rd day of April 1994

WITNESS to the above Signature:

SIGNATURE : .....

POSTAL ADDRESS : ..... Box 2203

.....

QUALIFICATION : .....

Certified True Copy of The Original
Signed..... Date: 23/11/2004
NANCY DAMIAS NGOMA
Advocate, Notary Public & Commissioner for Oaths