

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ORANGE TANZANIA LIMITED

Incorporated at Dar es Salaam this day of 2014

DRAWN BY:

HAMIDU HEMED MVUNGI
(SUBSCRIBER)
P.O.BOX 79245
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

ORANGE TANZANIA LIMITED

**Is thisday of.....incorporated under the companies Act
2002, and that the company is limited.**

**Given under my hand at Dar es Salaam, this.....day of.....Two
Thousand and Thirteen**



**.....
Registrar of Companies**





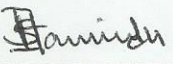
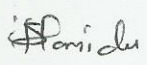
TANZANIA
Stamp Duty Shs
PAID
Receipt No. 29030.211113
Asst. Registrar of Companies
R. K. M. M. M.

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1. The name of the Company is "ORANGE TANZANIA LIMITED"
2. The Registered office of the Company will be situated in Tanzania
3. The objectives for which the Company is established are:
 - (a) To establish and carry on, and promote the establishment and carrying on, upon any property in which the Company is interested, any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property,
 - (b) To do and transact all business related to developments of real estates, therefore to purchase lease or otherwise acquire and hold, sale, improve, develop, exchange mortgage or otherwise dispose of any land, buildings machinery or plants, mills, factories, warehouses or any hereditaments.
 - (c) To promote, establish and carry on the business in Tanzania of supplying, installing, repairs, developing, operating and maintaining a nationwide network comprising among other of mobile telephones, public payphones, telephone exchanges, radio base stations, digital microware transmission, mobile trunk radio, date communication and radio paging system where such in Tanzania as well as the provision of international gateway for international telecommunication services.
 - (d) To carry on all or any of the business of suppliers of electronic and telecommunication apparatus of every description including, but not limited to radio, television, intercom, network, and telecommunications requisites and to put up and use cellular phones, telephones and telegraphs whether wireless of other dynamos accumulators and apparatus now known or that may hereafter be

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, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
HAMIDU HEMED MVUNGI P.O.BOX 79245 DAR ES SALAAM	500	
LATIFA HAMIDU MVUNGI P.O.BOX 79245. DAR ES SALAAM	500	
HEMEDI HAMIDU MVUNGI P.O.BOX 79245. DAR ES SALAAM	500	
SOPHIA HAMIDU MVUNGI P.O.BOX 79245. DAR ES SALAAM	500	
ISMAIL HAMIDU MVUNGI P.O.BOX 79245. DAR ES SALAAM	500	
SAHIL HAMIDU MVUNGI P.O.BOX 79245. DAR ES SALAAM	500	

Dated at Dar es Salaam this 24th day of Feb 2014

Witness to the above signatures:-

Name: _____

Signature _____

Postal address _____

Qualification: _____

Adhiambo Kobas
Adhiambo Kobas
 77703 BARR
Advocate



PRIVATE COMPANY

2. The company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner herein after prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the company and of the persons who having been formerly in the employment of the company while in such employment and have continued after the determination of such employment 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 article be treated as single members.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
 - (d) The company shall have powers to issue share warrants to bearer

SHARE CAPITAL AND SHARES

3. The share capital of the company is Tshs. 2,000,000,000/= divided into 100,000 ordinary shares of Tshs. 20,000/= each
4. The shares of the Company shall be under the control of Board of directors and shall be subject to the provisions in that behalf of the ordinance and the Memorandum of Association.
5. Every person whose name is entered as a member in the register of members shall without payment, be entitled to a certificate under the seal of the company specifying the share or shares held by him or such body and the amount paid in thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate. A certificate to one of several joint holders shall be sufficient delivery to all.
6. The company shall be entitled to treat the person whose name appears upon the register in respect of any share or shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equity or equitable claim to or partial interest in such share or shares whether or not it shall have express or other notice thereof.

every member shall have one vote for every share for which he is a holder.

27. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of such power or authority be deposited at the registered office of the company not less than twenty four (24) hours before the time for holding the meeting Or in the case of a poll, the time appointed for taking such poll and in default, the instrument shall not be treated as valid.
28. Extra ordinary meetings shall be held at any time as it may be required by the directors or required by at least thirty (30) shareholders.
29. A member will be allowed to vote only when he/she has paid up all shares called on him/her.
30. The annual general meeting shall discuss among other things:-
 - (a) Accounts of the company
 - (b) Distribution of dividends and/or interest
 - (c) Election of directors unless a fixed period is allocated to them
 - (d) Annual report of directors
 - (e) Fixing of income and expenditure for the current year
31. The chairman of the board of directors shall preside as chairman of the general meeting. In the absence of this chairman the delegates may appoint another chairman.

POWERS AND DUTIES OF DIRECTORS

32. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising Harcourt, and if he shall so vote his vote shall be counted, and no shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of regulation 4 of Table A, Part, shall not apply to the company.

DIRECTORS

33. (a) until otherwise determined by the company in general meeting the
Directors

(b) The following persons shall be the first director to the Company.

1) **HAMIDU HEMED MVUNGI**

2) **HEMEDI HAMIDU MVUNGI**

34. The directors of the company shall be managed by the directors who may use powers vested to them by the general meeting.

35. The directors may appoint one of them to be the managing director who will be paid on monthly salary or commission as shall be fixed from time to time by the company in the general meeting. Other directors may also be paid such remuneration as the company may determine in the general meeting.

36. The qualification of a director shall be holding of at least one share in the company.

37. The office of directors shall "ipso facto" be vacant:-

(a) If he she bound lunatic or becomes of unsound mind.


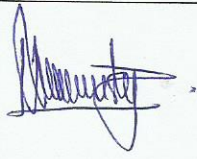


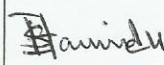

(b) If he/she shall become bankrupt in this territory or in any other territory which is declared to be a reciprocating territory under section 147 of the bankruptcy ordinance?

(c) If he/she becomes prohibited from being a director by reason of any order made under section 213 of the ordinance. Or

(d) If he/she is punished with imprisonment for a term exceeding six months without the option of a fine.

(e) If he/she absents him/herself from meetings of the directors during a continuous period of six months without special leave from other directors and they pass a resolution that he has by reason of such absence vacated office.

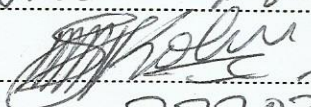
(f) If he/she without the consent of the company in general meeting holds any other office of profit under the company except that of managing Director or Manager.

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Dated at Dar es Salaam this 24th day of Feb 2014

Witness to the above signatures:-

Name: Adhiambo Koba

Signature: 

Postal address: 77703

Qualification: Advocate

