

COMPANIES ACT (CAP. 212)

TANZANIA  
Stamp Duty Shs. 5000/- Paid  
Receipt No. 365217  
Asst. Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
MAKILULI LIMITED

1. The name of the Company is **MAKILULI LIMITED**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
  - (a) To carry on the business of builders, constructors, architects and surveyors, brick and tile makers, lime-burners, house and estate agents
  - (a) To carry on the business of general Real Estates, acquire by purchase, lease, exchange, joint venture, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises.
  - (c) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.

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Asst. Registrar of Companies  
Date: 14/03 2024

- (f) To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirits, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.
- (g) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estates.
- (j) To advance money to any person or persons or corporation, either at interest or without, upon the security of any movable or immovable property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or building, or to purchase any estate or interest in, or to take a demise for any term or terms of years of any property upon such terms and conditions as the Company may think fit.
- (k) To buy and sell immovable property, movable property, chattels, goods, stock, shares and any kind of property, whether movable or immovable and whether of a speculative nature or otherwise, and also to hire and lease any kind of property or things, movable or immovable.
- (l) In the matters and for the purposes aforesaid to act solely or jointly with any other person company corporation or body as the circumstances may require.

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*[Signature]*  
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- (m) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the present or future property or rights of the Company.
- (o) To carry on and to undertake any business transactions or operations commonly carried on or undertaken by promoters of companies, financiers, concessionaires, contractors for public and other works, capitalists, merchants or traders, and to carry on other business which may seem to the Company capable of being conveniently carried on in connection with any of its objects, or calculated, directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (p) To issue for value coupons, stamps or other vouchers to be used or issued to their customers by dealers, shop keepers, merchants or others as cash discount for purchases and to redeem the same upon such terms as may be agreed upon in exchange for cash goods, merchandise or otherwise.
- (q) To apply for, hold, purchase or otherwise acquire any patents, brevets d'invention, licences and the like, conferring an exclusive or non-exclusive or limited right to use any secret or any other information which may seem to the Company capable of being profitably dealt with.
- (r) To purchase plant, machinery implements, conveniences provisions and things capable of being used in connection with the operations of or required by workmen and others employed by the Company.
- (s) To enter into any arrangement for sharing profits, union of interest, amalgamation, joint venture, reciprocal concession or otherwise with any person or company carrying on or about to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares, debentures, and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

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Date..... 14/03..... 20. 24.

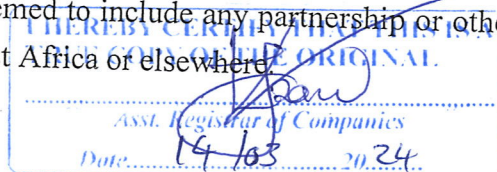
- (t) To sell or let the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company.
- (u) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitudes, machinery, plant and also any concessions, licences, trade marks, and other rights in Africa or elsewhere, and either solely or jointly with others and to pay therefore in cash or in stock or in shares of the Company or partly in cash and partly in stock or shares or otherwise.
- (v) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (w) To make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments for the purpose of the Company's business.
- (x) To raise money in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise charged upon all of any of the Company's property and rights both present and future
- (y) To make any sale, mortgage, lease, sub-lease, or other disposition of the undertaking in whole or in part of the property of the Company in such manner and on such terms and conditions, at such rent, for such purpose and for such consideration whether cash, shares, bonds, debentures or securities of any other Company having objects altogether or in part similar or analogous to those of this Company or otherwise as may be deemed advantageous or desirable and to divide, by way of bonus or otherwise, any such considerations in any shares, debentures or stocks held or received by this Company amongst the members of this Company.

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- (z) To pay all the costs and expenses of and incidental to the formation and registration of the Company.
- (aa) To do all or any part of the above things in any part of the world as Principals or Agents, and by or through agents either alone or in conjunction with others.
- (bb) To deal with any un-appropriated shares by way of bonus compensation, sale or in any way whatsoever that may appear to be to the advantage of the Company.
- (cc) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works and interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (dd) To establish and support, or aid in the establishment and support of associations, institutions, and conveniences calculated to benefit any of the employees or ex-employees of the Company, or the dependents or connections of such persons and to grant pensions and allowances, and to make payments towards insurance, and to sub-scribe, underwrite, form or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object.
- (ee) To amalgamate with any other company having objects altogether or in any part similar to those of this Company.
- (ff) To distribute any of the property of the Company in specie among the members.
- (gg) To do all such other things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere.



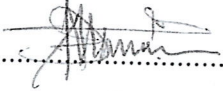
4. The liability of the members is limited.
5. The Share Capital of the Company is Shillings One Hundred Million Only (TShs. 100,000,000/=) divided into Ten Thousand (10,000) Ordinary Shares of Shillings Ten Thousand (TShs 10,000/=) each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

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

Names, Post Address and Occupation of Subscriber	Number of Shares taken by each Subscriber	Signatures of Subscribers.
Christopher Gasper Makiluli P.O Box 112 Mianzini Arusha	3000	
George Gasper Makiluli P.O Box 150 Da es Salaam.	7000	

Dated this 30th day of October 2017

WITNESSES to the above Signatures:

Signature: 

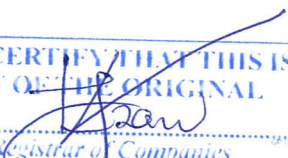
Postal Address: 28020

Da es Salaam

Qualifications: Advocate



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Asst. Registrar of Companies

Date: 14/02 2024

THE COMPANIES ACT (CAP. 212)

TANZANIA  
Stamp Duty Shs. 5000/- Paid  
Receipt No. 365217 of 01/11/17  
Asst. Registrar of Companies

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF  
MAKILULI LIMITED

1. The regulations contained in Table "A" in the first schedule to the Companies Act (Chapter 212) shall not apply to this Company, but the following shall be the regulations of the Company.
2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the context inconsistent therewith.
  - (a) "The Act" means the Companies Act (Chapter 212).
  - (b) "The Seal" means the Common Seal of the Company.
  - (c) Words denoting the singular number only shall include the plural number also, and vice versa,
  - (d) Words importing persons or Companies only shall include Corporations.
  - (f) "Special Resolution" and "Extraordinary Resolution" have the meaning assigned thereto respectively by the Ordinance.
  - (g) "In writing" or "written" include printing, lithography, typewriting and all other modes of representing or reproducing words in a visible form.
  - (h) "Office" shall mean the registered office of the Company.
  - (i) "Month" shall mean a calendar month.
  - (j) "The Board" shall mean the Board of Directors of the Company.

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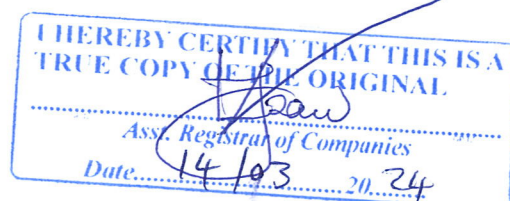
67. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**CORPORATIONS ACTING BY  
REPRESENTATIVES AT MEETINGS**

68. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorised such person as it thinks fit to act as its representatives at any meeting other company or of any class of members of the Company, and the person authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

**DIRECTORS**

69. The first Directors of the Company shall be:  
1. CHRISTOPHER GASPER MAKILULI  
2. GEORGE GASPER MAKILULI
70. Any member or members shall, so long as he or they continue to hold in the aggregate twenty percent (20%) in nominal value of the issued shares of the Company, in respect of each such holding of twenty percent (20%), be entitled to appoint any person to be a Director of the Company. Every such member or members may at any time remove from office and Directors appointed or removal shall be effected by notice in writing signed by the member or members making the same or, in the case of a member being a Corporation, signed by any of its Directors or other Authorised officer on its behalf, and shall take effect upon lodgment at the registered office.
71. Any member or members holding in the aggregate more than fifty percent (50%) in nominal value of the issued shares of the Company may nominate as Chairman of the Board of Directors, one of the Directors appointed under this Article.
72. A Director may resign from office upon giving one month's notice in writing to the company of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board of Directors.
73. (1) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.



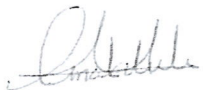
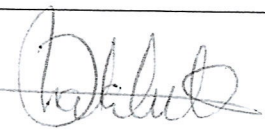
their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

WINDING UP

114. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind of the whole or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may with like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities, whereon there is any liability.

INDEMNITY

115. Subject to the provisions of the Act, every Director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto unless the same occur through his own dishonesty, negligence, default, breach of duty, criminal etc, or breach of trust wherein the Director or officer shall be personally liable.

Names, Post Address and Occupation of Subscriber	Number of Shares taken by each Subscriber	Signatures of Subscribers.
Christopher Gasper Makiluli P.O Box 112 Mianzini Arusha	3000	
George Gasper Makiluli P.O Box 150 Dar es Salaam.	7000	

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.....  
Asst. Registrar of Companies  
Date..... 14/03 2024

Dated this 30<sup>th</sup> day of October 2017

**WITNESSES to the above Signatures:**

Signature: [Signature]  
Postal Address: 28030 DAR ES SALEM  
Qualifications: ADVOCATE



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
[Signature]  
Asst. Registrar of Companies  
Date: 14/03 2024