

THE COMPANIES ACT, 2002
(CAP.212 OF THE LAWS)
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
TOP OIL PETROLEUM COMPANY LIMITED

Incorporated at this day of 2015

Drawn by:

MBARAK BAWAZIR SALIM,
(SUBSCRIBER),
P.O.BOX 42445,
DAR ES SALAAM
TANZANIA.

Certified True Copy of the Original
Sign: Mathew Date: 15/11/2015
VICTORIA MATHEW M.T.
Advocate.
Notary Public & Commissioner for (T)

TANZANIA
Stamp Duty Sls. 5000/-
PAID ON ORIGINAL
Receipt No. 51893 of 18/12/15
Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

TOP OIL PETROLEUM COMPANY LIMITED

TANZANIA
Stamp Duty Sls. 2500/-
Receipt No. 51893 of 18/12/15
Stamp Duty Officer

1. The name of the company "TOP OIL PETROLEUM COMPANY LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on business of petrol station and deal in petrol, diesel, oil kerosene, mineral oil, crude oil, lubricating oil, grease and fuel oil of all kinds and all other kind of mineral and petroleum products as an importers, dealer or distributors and servicing and repairing of vehicles of all kinds.
 - (b) To carry on the business of service station for motor vehicles of all kinds, to carry on the sake keeping, cleaning repairing, refueling, panel, beating, spraying and the general care of motor vehicles, tools, equipment, fuel for internal combustion engines, lubricants, solutions, batteries and accessories and all thing capable of being used in connection with the said business of in the manufacturing or maintenance of such vehicles, machinery, equipment and plant.
 - (c) To carry on the business of petroleum and petroleum products, storage, distributors, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of goods, mining of all kinds of minerals, promote oil distributors and open small oils shops, general traders, merchants suppliers of general goods, commission agents, manufacturers representatives and to buy, sell, hire, manufacture, barter trade and deal in property, spare parts and machinery of every descriptions, goods

and services of general merchandise of all kinds of transact any and every manufacturing of petroleum, oil, fuel oil depots, oil extraction oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise.

- (d) To carry on the business of commissioner agents of all types of petroleum products ranging from crude/black oil to white/refined products such as gas, paraffin, petrol, kerosene, engines oils, gas-oil/diesel, oils and other lubricants, grease bitumen, petrochemical etc. and petroleum by-products; by providing a business link between the producer/suppliers and the buyers/customers within the country and elsewhere in the World, thus to initiate and conclude business negotiations/deal on their behalf.
- (e) To search for ores, minerals and hydrocarbons and to apply licenses for mining, prospecting, drilling is or over many land which maybe acquired by the company and to lease and such kinds for building or for agricultural use and to sell or otherwise dispose the lands, miner of all kinds of minerals, and or other property of the company excavate and extract and submit to any refinement process of manufacture, to prepare for market and generally deal in prospering mining, smelting and refining, deal in diamonds, gold, silver and all kinds of minerals, petrol and petroleum products.
- (f) To be general traders, suppliers, merchants, importers, exporters, stockists, wholesalers, retailers and dealers in building materials, all types of new and second hand spare parts and accessories and general to deal in all types of motor spare parts and industrial spare parts, auto service, hardware, building materials, maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, timber, fishing gears, groceries, computers, office furniture's and equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- (g) To carry on the business of general merchants, tendering, general store-keepers, universal providers, importers, exporters, wholesale and/or retail traders, dealers of sports items, electrical equipments, education suppliers and surveyor equipments, military equipments and uniform, cleaning equipments, 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, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles, consultants services and generally in all manufactured goods of all types and merchandise of all kinds.
- (h) To carry of the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand clothing, Mitumba, tents, textiles material, tie and dye, boutique, shoes, caps, bags, dresses of all types and description whatsoever.
- (i) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges marquees, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, 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, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place, trade or business of hotel keepers, restaurant, café, food processing, nyama choma zones, road house auto-court, motel, holiday camp, cottages/tenting area, manage construction and mining camps, and manage the above on behalf of others, caravan sites, guest houses, refreshment and tea rooms, mild and snack bar, tavern, beer house to provide food and catering services to individuals private and public institutions and to industrial and business concerns, mining area and air and sea catering, caterers proprietors of places of recreation and

amusement, beach resort, sport and amusement including discotheque and all businesses and trades incidental to or similar thereto or required to be or capable of being carried on in conjunction therewith;

- (j) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (k) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges marquees, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, 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, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
- (l) To invest, own, manage, engaged and carryout the business of selling books, stationery products, documents and publications; manufacturers and marketers of paper and paper products, newspapers, and magazines, newsletters, cardboards, envelopes and other similar products and materials.

- (m) To carry on business of travel agency; car hire and safaris tours operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
- (n) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import agricultural and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (o) To carry on the business as importers, exporters, general traders, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods

- (p) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network.
- (q) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, 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.
- (r) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, hardware and other substances, materials, and things whatsoever.
- (s) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (t) To carry out the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sale promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade affairs, displays, film shows, radio and television programmes, and also to carry on the business of investment advisers, market research

- and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (u) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
 - (v) To engage in manufacturing of every kind of item, furniture, textiles blankets, boutiques, indulge in tailoring, knitting, sisal and coconut fibre processing, ropes, twine, carving, handcrafts, to buy, sell and import the same.
 - (w) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
 - (x) To carry on the business of electrical as contractors, electrical and mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture or hire of apparatus or goods to which the application of electricity or and kind of power, or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental, or any other business of a like nature.
 - (y) To carry on the business as general food processors, packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers.

- (z) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, 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.
- (aa) To carry on the business of sanitation, sewerage works, solid waste management and any other activity related thereof.
- (bb) To carry on the business of production of audiovisual material, information, advertising, documentary and art films, for television, cinema, education or commercial purposes, archives, NGO's or other industries, or for any other purpose whatsoever.
- (cc) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organise hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (dd) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (ee) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ff) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

- (gg) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (hh) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ii) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (jj) 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 though agents, sub-contractors, trustees and otherwise.
- (kk) 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.
- (ll) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (mm) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (nn) 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 to 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.
- (oo) 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.
- (pp) 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.

- (qq) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (rr) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ss) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (tt) 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.
- (uu) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (vv) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 the paragraph 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 a 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 particular word or words in the same paragraph.

4. The Liability of the Members is Limited.

3 The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings ~~10,000/-~~ each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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 Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MBARAK BAWAZIR SALIM P. O. BOX 42445 DAR ES SALAAM	400	
KHALID MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	
ANTAR MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	
DAHIR MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	

Dated at Simba this 19 day of Feb 2011

Witness to the above signatures

Name :
 Signature :
 Postal Address :
 Qualification :



Certified True Copy of the Original
 Sign. Victoria Mathew Mtui Date 15/9/2021
 VICTORIA MATHEW MTUI
 Advocate,
 Notary Public & Commissioner for Oaths

TANZANIA
Stamp Duty Sbs. 5000/-
PAID ON ORIGINAL
Receipt No. 9892 of 18/2/15
S. Duty Officer

THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TOP OIL PETROLEUM COMPANY LIMITED
PRELIMINARY

TANZANIA
Stamp Duty Sbs. 5000/- Paid
Receipt No. 9892 of 18/2/15
S. Duty Officer

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning 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, cooperatives, societies, etc.

The regulations Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. 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 have been formerly in the employment of the company were while in such employment to be the member of the company) is limited 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 tested 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.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of 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 trustee in bankruptcy, 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 to the Directors that he 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 the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the

board, or in case of difference to be determined by the Auditor of the Company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, starting the number and price of such share inviting the person to whom notice is sent 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 days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act shall apply 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 than seven days or without notice.

- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6.

DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in
 - (b) The following persons shall be the first Directors of the company:-
 - 1. **MBARAK BAWAZIR SALIM**
 - 2. **KHALID MBARAK BAWAZIR**
 - 3. **ANTAR MBARAK BAWAZIR**
 - 4. **DAHIR MBARAK BAWAZIR**
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual 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 money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors 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 present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or

- (c) resigns his office by notice in writing to the Company;
- (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

- 15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

- 16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

- 17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION





20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MBARAK BAWAZIR SALIM P. O. BOX 42445 DAR ES SALAAM	400	
KHALID MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	
ANTAR MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	
DAHIR MBARAK BAWAZIR P. O. BOX 42445 DAR ES SALAAM	200	

Dated at Dar this 19 day of Feb 2013

Witness to the above signatures

Name :

Signature :

Postal Address :

Qualification :

