THE COMPANIES ACT 2002

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COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

ATLANTIC METAL LIMITED

Drawn by:
GOKHAN GUVEN
(SUBSCRIBER)
INKILAP MAHALLESI, LATIFE SOKAK NO : 6, UMRANIYE
ISTANBUL-TURKEY

Certified True Copy of the Original
Sign: Date: 18/6/2019
LETICIA RICHARD MSECHU
Advocate, Notary Public & Commissioner for Oaths

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ATLANTIC METAL LIMITED

1.The name of the company ATLANTIC METAL 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 the trade of business of stock Lists sellers fabricators, assemblers or manufacturers or producers of steel windows aluminum windows, plastic windows, doors, shop-front louvers and other building hardware and to buy, sell, import, export, manufacture, make merchantable, hire, work, search for, get, raise and alter, aluminum, iron, tin, copper brass, bronze, steel, or other metals and alloys and plastic and to deal likewise with all manner of goods manufacturer or processed or made from all or any of such metals and plastics as are herein referred to.

(b) To carry on the business of interior decorators, soft furnishes, building decorators, building renovation and decoration, civil engineers, mechanical, electrical and general engineers as metal and alloy makers, stone masons, brick manufacturers, paviors, tar sprayer, and asphalt constructors, bricklayers, pile drivers, tiles manufacturers, tree fellers, land cleaners, pit sinkers, woodworkers, dredging contractors, builders, plumbers, painters. pesterers, decorators, wharfingerers, stevedores, barge owners, lighter men, garage proprietors, builders and decorators, merchants, hardware dealers.

(c) To carry on the business of importation, exportation, wholesale, retail of ceramics, hardware, iron steel, sanitary — ware, building materials and manufacture and distribute—prefabricated concrete articles and to be suppliers of the same to be general distribute agents for used copper cement, roofing materials, tiles, tube, wire mash, fencing wire and other materials, to carry on the business as general traders and trading agent to distributors of all kinds of goods.

(d) To engage and or otherwise carry on the business as land developers, to deal in rental apartment, property development, property investments developers of real estates, to act as

agents for any person or corporation in the acquisition or disposal or any lands or properties and in the erection thereon of any buildings whatsoever.

(e) To sell, exchange, lease, let, mortgage or otherwise dispose of the lands, houses, flats, offices, buildings, and other property of the company or any interest therein and to grant licenses for the use or occupation of the same or any part thereof.

(f) To grant to such members of the company as may be selected by its directors leases or licenses relating to all or any part of the buildings or lands of the company upon such terms and conditions as may be determined by the company upon such terms and conditions as may be determined by the company from time. To undertake or direct the management of the property, buildings. Lands and estates of any tenure of kind of any persons or corporations, whether member or persons or corporations, whether member of the company or not, in the capacity of stewards or otherwise.

(g) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.

(h) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, marker gardeners, arboriculturarists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.

(i) 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 stockist, 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 and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

j) To carry on the business as general suppliers of all sorts and types of goods and services- to Individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

(k) To carry on the business as general suppliers, importers, exporters, traders, merchants, stock lists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building

material, timber, fishing gears, groceries, computers, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, 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, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

(l) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, fittings, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.

(m) To deal in all kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counselling.

(n) To carry on the business in Tanzania or in any part of the world all or any of the business of buying, selling, exchange, merchandising and generally dealing electrical equipment machinery, accessories, spare parts related to electrical works, tools and running electrical workshops.

(o) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. 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 and articles of all description.

(p) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

(q) To carry on the business as principals, agents or manufactures, representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipment's, 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.

(r) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, 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 neighboring counties 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.

(s) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.

(t) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwires, 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.

(u) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stock lists and dealers in all types of clothes, textile materials, tie and dye, boutique, shoes, caps, bags, selling second hand clothing, dresses of types and description whatsoever.

(v) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, cleaning and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.

(w) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize 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.

(x) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential

houses, commercial buildings, invest in securities, bond share debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.

(y) To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by land, water or air, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.

(z) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions, and agricultural and other produce and for the investment, loan payment, transmission and collection of money and genially to transact and execute all kinds of agency business.

(aa) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial, financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes designed to increase productivity.

(bb) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.

(cc) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on _lease, or exchange or otherwise acquire concessions, grants easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

(dd) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish prepares, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lightermen, iron and brass founders, and metal and alloy makers, smelters, refines and workers, engineers, joiners, shipwrights, millwrights and woodworkers.

(ee) 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.

(ff) 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.

(gg) 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.

(hh) 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.

(ii) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

(jj) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.

(kk) 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.

(ll) 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.

(mm) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.

(nn) 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.

(oo) 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.

(pp) 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.

(qq) 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.

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

(ss) 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.

(tt) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is 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.

(uu) 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.

(vv) 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.

(ww) To do all other things as may be deemed incidental or conductive 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 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 paragraphs 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.

5. The initial share capital of the company is Tshs. 100,000,000/= divided into 100,000 shares of Tshs. 1,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

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 subscribers	Signature
1.GOKHAN GUVEN INKILAP MAHALLESI, LATIFE SOKAK NO : 6, UMRANIYE ISTANBUL-TURKEY	50,000	
2.MEHMET ADNAN SAHIN SAPHIRRE MAHALLESI,BUYUKDERE SOKAK ,2706 LEVENT ISTANBUL -TURKEY	50,000	

Dated at DAR ES SALAAM **this** 17 **Day** FEBRUARY **2017**

Witness **to the above signatures:-**

NAME EMMANUEL T. MAKENE

SIGNATURES T. Makene

POSTAL ADRESSS P.O. BOX 32196

QUALIFICATION ADVOCATES

EMMANUEL TAMILA MAKENE
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS
P.O.Box 32196, D'SALAAM

Certified True Copy of the Original
Sign: Date: 15/6/2019
LETICIA RICHARD MSECHU
Advocate, Notary Public & Commissioner for Oaths

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICILES OF ASSOCIATION

OF

ATLANTIC METAL LIMITED

PRELIMINARY

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 meeting 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 of 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) Upon price of such shares being agreed on a determined as per clause

(c) 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

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Sign: ..... Date: 18/6/2019
LETICIA RICHARD MSECHU
Advocate, Notary Public & Commissioner for Oaths

(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 to fifteen, provided that where to 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 direction 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 person who may desire to sell or transfer any such shares and every personal representatives 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.

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 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 less than seven days or without notice.

(b) Three 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 number.

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

1. MEHMET ADINAN SAHIN

2. GOKHAN GUVEN

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 three.

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

11. 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.

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 changed 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 off 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.

SEAL

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 shah 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 a 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 article 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 judgement is given in his favor or in which he is acquitted or is in connection with any application 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 Articles 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 the relation existing between the parties by reasons of these Articles or the 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 subscribers	Signature
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Dated at DAR ES SALAAM this 17 Day FEBRUARY 2017

Witness to the above signatures:-

NAME EMMANUEL T. MAKENE

SIGNATURES Tamila Makene

POSTAL ADRESSS P.O.BOX 32196, DSM

QUALIFICATION ADVOCATE

EMMANUEL TAMILA MAKENE
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS
P.O.Box 32196, D'SALAAM

Certified True Copy of the Original
Sign: Date: 18/6/2019
LETICIA RICHARD MSECHU
Advocate, Notary Public & Commissioner for Oaths