

THE COMPANIES ACT 2002

.....
COMPANY LIMITED BY SHARES
.....

AMENDED MEMORANDUM

OF

MUFINDI PAPER MILLS LIMITED
.....

Incorporated the 12th day of November 2003
.....

(With amended Articles of Association adopted by special Resolution passed on
11th August 2022

DRAWN BY:

MKONO & CO ADVOCATES

IN ASSOCIATION WITH DENTON WILDE SAPTE

9TH FLOOR PPF TOWER OHIO STREET/ GARDEN AVENUE

P. O. BOX 4369

DAR ES SALAAM

I HEREBY CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
[Signature]
Asst. Registrar of Companies
Date *15/08* *2022*

COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MUFINDI PAPER MILLS LIMITED

1. The name of the Company is MUFINDI PAPER MILLS LIMITED
2. The Registered office the company will be situated in the United Republic of Tanzania
3. The objects for which the company is established are the transaction of any and all lawful business for which Companies may be established in Tanzania under the provisions of the companies 'Act 2002 or any statutory modification or re- enactment thereof for the time being in force, and of the regulations policies, orders and /or instructions made thereunder and more particularly the company shall have the following power
 - (a) To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp of all kinds , including cardboard mill boards plywood , clipboard fiberboard, wall and ceiling papers and packaging of every description
 - (b) To carry on the business of manufacturers of and dealers in paints dyes, printing inks and all other things which can conveniently be manufactured or dealt in by persons carrying on any of the above businesses , and either wholesale or retail and as principals or agents
 - (c) To establish or acquire and carry on offices trading stations factories , stores and depots in Tanzania or elsewhere, and to purchase , lease or otherwise acquire , carry on , develop and improve an business or real or personal property in the United Republic of Tanzania or elsewhere, or any undivided or other interest whatsoever therein respectively
 - (d) To sell , lease, let mortgage or otherwise dispose of the lands houses buildings , and other property of the company
 - (e) To undertake of direct the management of the property, building s , lands and estates (of any tenure or kind) of any persons whether members of the company or not, in the capacity of stewards of receivers or otherwise
 - (f) To carry on the business of real property developers, general contractors traders investors ,and generally to do all acts and things which in the opinion of the company or the directors may conveniently or profitably ,or usefully, acquired and dealt with carried on or done by the company in connection with the business aforesaid

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Date: 15/08 2022

obligation or securities of the company ,or by mortgage or charge or all or any part of the property or rights of the company , including its uncalled capital, or by sub-mortgage of or sub- charge upon any stocks, securities or property mortgaged to or charged in favour of the company any such mortgage or charge may be in favour of such person or persons as trustee or trustees, or otherwise, and with such powers as the company shall think fit.

- (h) To draw make accept, endorse discount , execute and issue promissory notes bills of exchange , letters of credit, warrants and other negotiable or transferable instruments .
- (i) To buy sell or otherwise dispose of, and to deal in any real or personal property and any stocks, funds , shares, and securities of every description on commission or otherwise, or to act as agent for any of the above or the like purposes
- (j) To purchase or otherwise acquire the undertaking and/or any of the goodwill , business , property , and liabilities of any other company, or of any partnership of person carrying on any business which the company is authorized to carry on, or which may seem to the Board of Directors of the company to be calculated, directly and indirectly, to benefit the company and to pay for the same in cash, or by bills or shares in the company, or otherwise
- (k) To enter into partnership , or into any arrangement to sharing profits, union of interests, or co-operation with any person, partnership or company carrying on or about to carry no any business or transaction capable of being conducted so as directly to benefit the company, and to take , otherwise acquire and hold stock
- (l) To grant persons, allowances gratuities and bonuses to officers, ex officers , employees or ex-employees of the company or the dependents of such persons , to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or on-contributory)with a view to providing persons or other benefits for any such person as aforesaid and their dependents and to institute and maintain any club or other establishment for the benefit of the company's
- (m)To subscribe to or otherwise aid benevolent charitable national or other institutions or objects of a public character.
- (n) To purchase take on lease or otherwise acquire for the purposes of the company any estates and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the company

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excavating, earth-boring, extraction and erection of buildings in the process of prospecting mining's, smelting, refining, selling and exporting of various types of minerals.

- (x) To conduct researches on mining for different types of minerals within and outside Tanzania.
- (y) To carry on business of support activities to mining activities, such as Car hiring, supply of Spare parts, hardware, supply of mining equipment's and safety tools necessary for mining sites.
- (z) To carry on business of minerals 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, cassette and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, excise develop and turn to account mines and mining rights, to act as commissioner agency and or to buy, sell, export or import of precious or semi-precious stones and any undertaking connected therewith

4. The liability of the Member is limited

5. The share capital of the company is Tsh 10,000,000,000 divide into 100,000 ordinary shares of Tsh 100,000 each.

We the several persons, whose names and address and descriptions are hereto 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 Occupations of Subscribers	Number of Shares taken by each Subscriber	Signatures of the Subscriber
JASWANT SINGH RAI Plot No 1/209 Denniss Pritt Road Nairobi Kenya	<u>ORDINARY</u> 1	 <i>signed</i>
LUCY HENRY SONDO P. O. BOX 4369 DAR ES SALAAM TANZANIA	1	 <i>signed</i>

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.
Affirmance
 Asst. Registrar of Companies
 Date: 15 / 08 2022

Dated at Dar es salaam this 12th day November 2003

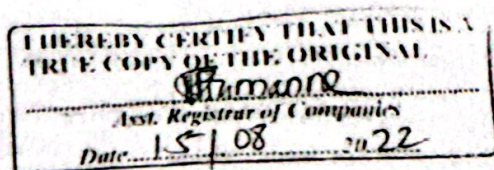
Witness to the above signature:

Full name; T. A. HYERA

Signature; *signed*

Address: Dar es saalam –Tanzania

Occupation ;Advocate



THE COMPANIES ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

MUFINDI PAPER MILLS LIMITED

TABLE A EXCLUDED

TANZANIA
Stamp Duty Paid
5000/-
1999/15/12/11
12/11/11
1999/15/12/11
12/11/11

1. The regulations in Table A in the First Schedule to the Companies Ordinance (Cap. 212)) shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-


WORDS


MEANINGS

The Ordinance	The Companies Ordinance (Cap. 212) and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	The directors for the time being of the Company.
The Office	The registered office for the time being of the Company.
Tanzania	Means the Mainland of the United Republic of Tanzania.
Relevant Securities means:	

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[Signature]
Asst. Registrar of Companies
Date... 15/08... 2022.

Names, Postal Addresses and Occupations of Subscribers	Number of Shares taken by each TShs. Subscribers	Amount	Signature of Subscriber
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1. Jaswant Singh Rai Plot No. V/209 Denniss Pritt Road Nairobi Kenya	1	100,000	
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2. Lucy Henry Sondo P.O. Box 4369 Dar es Salaam Tanzania	1	100,000	
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TOTAL	<u>2</u>	<u>200,000</u>	
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Dated this 12th day of Nov, , 2003.

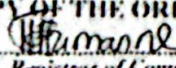
WITNESS to the above signatures:-

Signature:.....

Postal Address:.....

Qualification:.....



THEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.

 Asst. Registrar of Companies
 Date 15/08 2022