


17(a)

The several persons whose names and addresses are hereafter described became shareholder of the company in pursuance of allotment of share made the 23rd April, 2013 and own the shares in the capital of the Company as set out opposite their respective names in the place of the initial shareholders who returned their unpaid shares to the Company.



NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1. FROSTAN LIMITED PLOT No. 56, MIKOCHEMI 'B' DAR ES SALAAM <u>TANZANIA</u>	500	
2. ECQUCIBUS NL BV, EENDZACHTSWEG 65 NL-3012 G, ROTTERDAM, <u>THE NETHERLAND.</u>	500	

DATED AT DAR ES SALAAM THIS 23rd DAY OF APRIL 2013

SIGNED BEFORE ME:


Signature: 
Name: SYLVESTER EUSEBIUS SHAYO
Postal Address: 11934, DAR ES SALAAM
Qualification: ADVOCATE

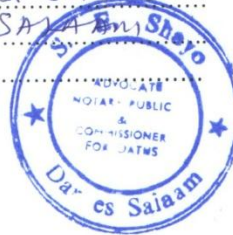


NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1. JEAN-FRANCOIS PINCK, 28, PLACE DE BRUNES 1257, BARDONNEX, SWITZERLAND.	850	
2. ZBIGNIEW MAJCHRZAK, 186 RUE DES RABATS 92160, ANTONY FRANCE.	150	

Dated at Dar es Salaam this 17th day of June 2009.

SIGNED BEFORE ME:

Signature: 
 Name: SILVESTER EUSEBI SHAYO
 Postal Address: 11934 DAR ES SALAAM
 Qualification: ADVOCATE



THE SEAL

39. The Directors shall provide for the safe Custody of the Seal of the Company, and the Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf, and every instruments to which the Seal shall be affixed shall be signed by a Director and countersigned by the Secretary or a Second Director or by some other person appointed by the Directors for the purpose.

WINDING-UP

40. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of she Company, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may, for such purpose set such value as he may deem fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members or different classes of members. The liquidator may, with the 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 see fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

41. Every Director or other Officer of the Company shall be entitled to the indemnified out of the assets of the Company against all costs, charges, loses, expenses and liabilities which he may sustain or incur in or during the execution of the duties of his office or otherwise inn relation thereto, including 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 in connection with any application under the Act in which relief is granted to him by the Court; and no Director or other Officer shall be liable for any loss, damage or misfortune, which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

35. The Board of Directors shall cause minutes to be made in books provided for the purpose to record:-
- (a) The names of the Directors present at each meeting of the Directors and of any committee of the Directors, and every such Director present at any meeting of Directors or Committee of Directors shall sign against his name in a book to be kept for that purpose.
 - (b) All resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors.
 - (c) All appointments of Officers made by the Directors.

SECRETARY

36. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may see fit, and they may remove any Secretary so appointed.
37. No person shall be appointed or hold office as a Secretary who is:-
- (a) The sole Director of the Company; or
 - (b) A Corporation, the sole Director of which is the sole Director of the Company; or
 - (c) The sole Director of a Corporation which is the sole Director of the Company.
38. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

- (b) On such appointment being made, the Alternate Director shall, except as regards remuneration, be subject to all respects to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he represents.

BORROWING POWERS

- 32. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third part.

POWERS AND DUTIES OF DIRECTORS

- 33. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in a setting up and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to provisions of the Act, and to such regulations, being consistent with the aforesaid regulation or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 34. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit, but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restriction as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

28. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

BOARD OF DIRECTOR

29. (a) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two or more than seven.
- (b) The first Directors of the Company shall be:
1. **JEAN-FRANCOIS PINCK**
 2. **ZBIGNIEW MAJCHRZAK**
30. (a) The remuneration of Directors shall from time to time be determined by the Company in General Meeting.
- (b) In addition to their usual remuneration, the Directors shall also be paid such traveling, hotel and other expenses incurred in connection with their attendance at meetings of Directors.
31. (a) Each Director may nominate in writing to the Secretary of the Company a person approved by his co-directors to act as Alternate Director in his place during his absence or if he is unable to act as such Director himself.

21. The accidental omission to give notice of a meeting to or the non-receipt of notice of meeting by any member shall not invalidate the proceedings at any meeting.
22. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of a Company duly convened and held.

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
24. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
26. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
27. If there is no such Chairman, or if at any meeting he is not present within fifteen Minutes after the time appointed for holding the meeting the remaining Directors (or alternate Directors as the case may be) shall choose one of their number to be Chairman of the meeting.

GENERAL MEETINGS

17. A General Meeting shall be held once in every calendar year (not being more fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by the Directors. In default of a General Meeting so held, a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
18. All General Meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.
19. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETINGS

20. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

- (ii) Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve.

;

"I.A.B. of in consideration of the sum of Shs. paid to me by C.E. of (hereinafter called "the said transferee") DO HEREBY transfer to said transferee the share (or shares) numbered in the undertaking called to hold unto the said transferee, subject to the several conditions on which I hold the same, and I the said transferee, DO HEREBY agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this.....day of.....2009.

ALTERATION OF CAPITAL

- 13. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
- 14. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.
- 15. The Company may by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- 16. The Company may, by special resolution reduce its share capital in any manner and with land subject to, any incident authorized, and consent required, by law.

9. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 percent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
10. Any sum which by the terms of issue of share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of those regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.
11. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for advance, become presently payable) pay interest at such rate not exceeding 10 percent per annum (Unless the Company in General Meeting shall otherwise direct) as may be agreed upon between the member paying such sum in advance and the Directors.

TRANSFER OF SHARES

12. (i) Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided and which shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

LIEN

6. (i) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all monies presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- (ii) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he be the sole registered holder or be one of several joint holders.
- (iii) The company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

6. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month notice from the last call; and each member shall (subject of receiving at least fourteen days' notice specifying the times and place of Account) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
7. All calls shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be required to be paid by installments.
8. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

3. 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 is limited to fifty as further provided for in the Act;
 - (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
 - (d) The company shall not have power to issue share warrants to bearer.

4. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
 - (i) The Share Capital of the Company is Tanzania shillings three hundred million (Tshs 300,000,000/=) only, divided into 1,000 ordinary shares each of Tanzania shillings three hundred thousand (Tshs. 300,000/=) only.
 - (ii) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.

5. The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company; PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirement of Section 56 of the Companies Act shall be observed.

TANZANIA
Stamp Duty Shs. 200/- of 200/07
PAID ON ORIGINAL
Receipt No. 155 of
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

TANFROZ LIMITED

TANZANIA
Stamp Duty Shs. 200/- Paid
Receipt No. 0159 of
Asst. Registrar of Companies

PRELIMINARY

1. In these Articles:

- "The Act" Means the Companies Act 2002
 "The SEAL" means the Common Seal of the Company
 "The Secretary" means any person appointed to perform the duties of the Secretary of the Company.
 "The Register" means the Register of the Members of the Company.
 "The Dividend" means the Dividend declared by the Company and includes bonus.

Expression referring to writing shall unless the contrary intention appears, construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding upon the Company.

2. The Regulations contained in PART II of the First Schedule to the Companies Act 2002 shall unless otherwise provided herein, apply to the Company.

5(a)

The several persons whose names and addresses are hereafter described became shareholder of the company in pursuance of allotment of share made the 23rd April, 2013 and own the shares in the capital of the Company as set out opposite their respective names in the place of the initial shareholders who returned their unpaid shares to the Company.

NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1. FROSTAN LIMITED PLOT No. 56, MIKOCHENI 'B' DAR ES SALAAM <u>TANZANIA</u>	500	
2. ECQUCIBUS NL BV, EENDZACHTSWEG 65 NL-3012 G, ROTTERDAM, <u>THE NETHERLAD.</u>	500	

DATED AT DAR ES SALAAM THIS 23rd DAY OF APRIL 2013

SIGNED BEFORE ME:

Signature: _____

Name: _____

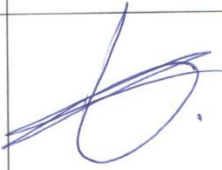

Postal Address: _____

Qualification: _____




Sylvestre Eusebio Shoye
 11934, DAR ES SALAAM
 ADVOCATE

NOW, THEREFORE WE, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names: -

NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1. JEAN-FRANCOIS PINCK, 28, PLACE DE BRUNES 1257, BARDONNEX, SWITZERLAND.	850	
2. ZBIGNIEW MAJCHRZAK, 186 RUE DES RABATS 92160, ANTONY FRANCE.	150	

Dated at Dar es Salaam this 17th day of June 2009.

SIGNED BEFORE ME:

Signature: 
 Name: SYLVESTER EUSEBI SIANO
 Postal Address: 11034, DAR ES SALAAM
 Qualification: ADVOCATE



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 domiciled in the United Republic of Tanzania or elsewhere; AND FURTHER DECLARED that each of the objects specified in each paragraph and subparagraph of this clause shall, except where expressed otherwise in such paragraph, be an independent main object and in no way limited or restricted by reference to or inference from the terms, or any other paragraph, or the name of the Company.

4. The liability of the Members is limited.
5. The Share Capital of the Company is Tanzania shillings three hundred million (Tshs 300,000,000/=) only, divided into 1000 ordinary shares each of Tanzania shillings three hundred thousand (Tshs. 300,000/=) only, subject and to the rights attached to any class of shares for the time being carrying special rights whether as part of the original or any special, qualified preferred or deferred rights and privileges, or conditions as to capital dividends, rights deferred rights and privileges, or conditions as to capital dividends, rights of voting or other matters so that any such rights privileges or conditions SHALL NOT be altered or modified except in accordance with the Articles of Association of the Company for the time being in force.

- (p) To enter into any partnership or joint venture arrangement in the nature of a partnership, co-operation or union of interests, with any Company or person engaged or interested in the carrying on or conducting of any business which the Company is authorized to carry on or conduct or from which the Company would or might derive any benefit, whether directly or indirectly, and to finance, subsidize, make donations to, or assist any Company or person as may be deemed expedient, or to amalgamate with any other Company.
- (q) To do all such other things as are incidental to, or as the Company may deem conducive to the attainment of the foregoing objects or any of them.
- (r) To sell, lease, grant license or easement and other rights over, or in any other manner to deal with or dispose of the undertaking, property and assets, of the Company or any part thereof for such consideration as the Company may see fit, and in particular for shares whether fully or partly paid-up, debentures, debenture stock, securities or obligations, of any other Company whether or not promoted by the Company for the purpose. To distribute any of the Company's property or assets amongst the members in specie.
- (s) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other Company or person having dealing with the Company, or in whose business or undertaking the Company is interested.
- (t) To procure the registration or incorporation of the Company or its subsidiaries in or under the laws of any country or place outside the United Republic of Tanzania.
- (u) To solicit, borrow and receive money for the purposes of carrying out the objects of the company.
- (v) To bring into the company and into Tanzania foreign investments.

- (f) To procure and own mining licenses, prospecting licenses, retention licenses, primary mining licenses, prospecting mining licenses and to carry out prospecting and reconnaissance operations with the aim of discovering gemstones and minerals.
 - (g) To deal in Information Technology (IT) in general and to trade IT products and services.
 - (h) To act as civil contractors building contractors and engineers, electrical contractors, consulting engineers, planners, surveyors, project managements consultants, agricultural consultants, computer consultants design consultants, environmental consultants, management consultants and to carry on trade as general contractors and consultants.
 - (i) To carry on the business of solar energy equipment suppliers and distributors and to supply, sell, install, build, service and deal in all types of solar energy systems.
 - (j) To carry on the business as solar energy contractors and to deal in all types of solar electric power systems, back power systems; stand by power systems, solar power pumping systems, domestic, office, school and general lighting systems, energy and electrical power consultants, and to generally deal in electrical works and provide electronic services.
 - (k) To act as highway engineers, structural engineers, water engineers, technical engineers, technical auditors and to provide and run a one- stop engineering consultancy.
 - (l) To carry out geographical survey in areas earmarked for development of engineering projects, physical and master planning and to prepare specifications and other related contract documents.
 - (m) To engage in tourism and to market promote and trade in the tourism and hotel industry.
 - (n) To act as advertising agents, artists, designers and market makers.
 - (o) To deal in events management and to undertake all types of public relation activities.
-

TANZANIA
Stamp Duty Shs. 2000/-
PAID ON ORIGINAL of
Receipt No. 0183 of
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

TANFROZ LIMITED

TANZANIA
Stamp Duty Shs. 2000/- Paid
Receipt No. 0183 of
Asst. Registrar of Companies

1. The name of the Company is **TANFROZ LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on business as a **general commercial company**.
 - (b) To own food and nutrition processing industries and to be producers, manufactures and distributors of food and nutrition.
 - (c) To carry on the business as tour agent, tour operator and Organizers, and for those purposes to promote, arrange organize conduct and facilitate hunting tourism in Tanzania and elsewhere, and promote, arrange facilitate, and operate tours at national and international travel by land, air and water, and to provide all facilities, advantages and conveniences as may be considered to be necessary for incidental thereto.
 - (d) To carry on business as gemstone dealers, licensed brokers, licensed dealers, authorized miners and to mine all types of minerals and gemstones.
 - (e) To carry on mining and prospecting operations with the purpose of searching for gold, gemstones, cheap stones, petroleum and other minerals.

Name and addresses of the allottees

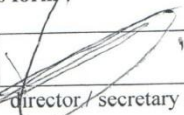
Shareholder details	Shares and share class allotted	
Name: FROSTAN LIMITED	Class of Shares ORDINARY	Number Allotted 500
Address: Plot No. 56, Ngorongoro Road,		
Mikocheni 'B' Kinondoni, Dar es Salaam.		
Tanzania		

Name: ECQUCIBUS NL BV	Class of Shares ORDINARY	Number Allotted 500
Address: EENDZACHTSWEG 65 NL - 3012 G,		
ROTTERDAM, THE NETHERLAND		

Name:	Class of Shares	Number Allotted
Address:		

Please enter the number of continuation sheets (if any) attached to this form

Signed


 director / secretary / administrator / administrative receiver / receiver / manager

Date

17.06.2013

AF 15000/-

15000/-
159170
23/04/13

Form 55a

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

23/04/2013

Return of Allotment of Shares
Pursuant to Section 55(1) of the Companies Act 2002

Company Number

Company Name in Full

Shares allotted (including bonus shares)

Date or period during which shares were allotted:
(If shares were allotted on one date, enter that date in the "from" box)

From:
To:

Class of Shares (ordinary or preference etc)	Ordinary Shares		
Number allotted	1000		
Nominal value of each share	300,000.00		
Amount (if any) paid or due on each share	-		

List the names and addresses of the allottees and the number of shares allotted overleaf
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

Consideration for which the shares were allotted (this information must be supported by the duly stamped contract or by the duly stamped particulars on form 55b if the contract is not in writing).

FOR OFFICIAL USE ONLY.

Company No. 71332

150007-
100051
04/19/13
23/04/13

FF 50 150007
23/04/2013

TANFROZ LIMITED
P.O. BOX 11934
DAR ES SALAAM

SPECIAL RESOLUTION FOR ALLOTMENT OF SHARES

EXTRACT FROM THE MINUTES OF THE EXTRA – ORDINARY MEETING OF THE MEMBERS OF THE COMPANY HELD AT PLOT NO. 56, NGORONGORO ROAD, MIKOCHENI 'B' KINONDONI, DISTRICT ON THE 13TH DAY OF APRIL, 2013.

IT WAS RESOLVED: -

A: "That the following 1000 Ordinary shares returned to the Company be and are **HEREBY allotted to the following members** who have applied for them with effect from the date of this Resolution: -

1. **500 ordinary shares** are allotted to FROSTAN LIMITED.
2. **500 Ordinary Shares** are allotted to ECQUCIBUS NL BV.

That this Resolution be notified to the directors of the company and the relevant government authorities."

We hereby certify the above to be a true copy from the minutes.

Dated at Dar es Salaam this 17th day of April 2013.

.....
CHAIRMAN

.....
SECRETARY



Company No. 71332

150007
159170
23/04/13

TANFROZ LIMITED
P.O. BOX 11934
DAR ES SALAAM

F/T R 150007

8

23/04/2013

RESOLUTION FOR RETURN OF UNPAID SHARES TO THE COMPANY

EXTRACT FROM THE MINUTES OF THE EXTRA – ORDINARY MEETING OF THE MEMBERS OF THE COMPANY HELD AT PLOT No. PLOT NO. 56, NGORONGORO RAOD, MIKOCHENI 'B' KINONDONI, DISTRICT ON THE 13TH DAY OF APRIL, 2013.

IT WAS RESOLVED: -

A: "That the following unpaid shares held by the members of the company be and are **HEREBY** returned to the Company with effect from the date of this Resolution: -

1. **850 ordinary shares** held by JEAN-FRANGOIS PINCK.
2. **150 Ordinary Shares** held by ZBIGNIEW MAJCHRZAK.

That this Resolution be notified to the directors of the company and the relevant government authorities."

We hereby certify the above to be a true copy from the minutes.

Dated at Dar es Salaam this 17th day of April 2013.

.....
CHAIRMAN

.....
SECRETARY



THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

TANFROZ LIMITED

INCORPORATED THIS.....DAY OF.....2009

Drawn by:

Jean-Francois Pinck, (Subscriber),
28, Place De Brunes 1257,
Bardonnex,
Switzerland.