

Name, Addresses and Description of Subscribers	No. of shares Taken	Signature of Subscribers
1.Satish Sookhak P.O.Box 2811 Dar es Salaam Tanzania  DIRECTOR	999	<i>Satish Sookhak</i>
2.Murtaza Nasser P.O.Box 3494 Dar es Salaam Tanzania  DIRECTOR	1	<i>Murtaza Nasser</i>

DATED at Dar es Salaam this *20<sup>th</sup>* day of *November* 1996

WITNESS to the above Signatures:

SIGNATURE : *[Signature]*  
 POSTAL ADDRESS : .....  
 QUALIFICATION : AUTHORISED AUDITORS



THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

**MEMORANDUM**  
AND  
**ARTICLES OF ASSOCIATION**  
OF  
**EMPIRE PROPERTIES LIMITED**

Incorporated this      day of      1996

Drawn by:

MURTAZA NASSER  
Promoter of the Company  
P.O.Box 22731  
Dar es Salaam  
Tanzania.

  
Certified as True Copy of the Original  
**Neema Kayuni**  
Advocate, Notary Public & Commissioner  
for Oaths  
Date: 29/05/2024  
4052935471

1000/1  
29-11-91

THE COMPANIES ORDINANCE (CAP. 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
Empire Properties Limited

Stamp No: 04410836 of 29-11-91  
Stamp No: 04410836 of 29-11-91  
Asst. Registrar of Companies

1. The name of the Company is Empire Properties Limited.
2. The registered office of the Company is situated in mainland Tanzania
3. The objects for which the Company is established are:-
  - (a) To engage in and or otherwise carry on the business of property managers, developers, real estate agents, valuers, investment company, brokers, commission agents, contractors, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate.
  - (b) To manufacture, buy, import, sell, export and generally deal in electrical, electronic, security, computer and telecommunications equipments, accessories, machines, spare parts and devices of any description, size and magnitude.
  - (c) To import, procure and install telecommunication equipment of any description, size and magnitude to facilitate the provision of all types of local and international telecommunication and facsimile services to local and overseas subscribers.
  - (d) To carry out planning and preparation of designs, drawings surveys, models, plans and implement such plans for all types of telecommunication and electronic installations and projects and undertakings of every description.
  - (e) To manufacture, buy, sell, import and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds necessary or useful for carrying on the foregoing businesses, or any of them, or likely to be required by customers of, or persons having dealings with the company.
  - (f) To enter into contracts to subcontract any portion or the whole the work in respect of the foregoing businesses to local or foreign sub contractors.
  - (g) To own and acquire aircrafts and operate the aircrafts for the facilitation of the foregoing businesses and to provide all and any facilities for such aircrafts including instruction, training pilots, navigators and all other relevant personnel.

**Neema Kayuni**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign: .....  
Date: 29/05/2021  
1000/1  
29-11-91

- (h) To engage in and carry on the business of crop farmers, dealers, buyers, sellers, importers, exporters, processors of farm produce, grain milling, juice extraction and canning, bottling, oil extraction, refining, packing and preserving, product stock or animal feed.
- (i) To engage in agricultural consultancy, initiate projects, offer managerial service, technical services and performance evaluation.
- (j) To carry on business as dealers, buyers, sellers, importers, exporters, manufactures, processors, blenders of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical chemicals, phosphorus chemicals, chemicals for water treatment, equipment suppliers and stockist.
- (k) To engage in manufacturing of every kind of item, furniture, textiles, blankets, indulge in tailoring, knitting, sisal and coconut fibre processing, ropes, twine, carvings, handcrafts, buy, sell, import and export the same.
- (l) To carry on the business of travel and tourist agents and contractors, and to provide all facilities and conveniences for travellers and tourists.
- (m) To engage in engineering works of every description including civil engineering, mechanical, electrical, chemical and thermal engineering.
- (n) To purchase, construct, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, heavy earth moving machinery, caterpillars, tractors, tippers, silos, abattoir, hatchery, coldroom storage, dry store, warehouse and every right and privilege which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company.
- (o) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the Company is authorized to carry on, or possess any of the property suitable for the purpose of this Company.

- (p) To enter into any arrangement with any Government Authorities (supreme, municipal, local or otherwise) or any corporation, company or person having objects that may seem conducive to the Company's objects and authority, in respect of any contracts, decrees, rights, privileges and commission which the Company may think desirable and to carry out, exercise and comply with any such contracts, decrees, rights, privileges and concessions.
- (q) To enter into partnership or any arrangement for sharing profits, union of interests, corporation, joint ventures, reciprocities, concessions or otherwise with any persons, firm, corporation or company carrying on or engaged in or about to carry on any business or transaction which this Company is authorised to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money, to guarantee the contracts of, or otherwise assist any such person, firm or company, and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (r) To invest and deal with moneys of the Company not immediately required upon each security and in such manner as may from time to time be determined.
- (s) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, publication of books and periodicals and by granting prizes, rewards and donations.
- (t) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and other persons having dealings with the Company and to give guarantees to become sureties for any persons, firms or companies for the due payment of money for the performance of any obligations.
- (u) To draw, accept, make, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- (v) To receive money on deposit or loan and to borrow or raise money in such manner as the Company shall deem fit, and in particular by the issue of debentures or debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the Company or any other person as the case may be.

And it is hereby declared that in the interpretation of this clause and powers conferred upon the Company by any paragraph shall not be restricted by the reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided by so that the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not restrict the powers of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is Tanzania Shillings One Million divided into 1,000 shares of Shillings 1,000/= each with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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.

Name, Addresses and Description of Subscribers	No. of Shares Taken	Signature of Subscribers
1. Satish Sookhak P.O.Box 2811, Dar es Salaam, Tanzania. DIRECTOR.	999	<i>Satish Sookhak</i>
2. Murtaza Nasser P.O.Box 22731, Dar es Salaam Tanzania. DIRECTOR	1	<i>Murtaza Nasser</i>

DATED at Dar es Salaam this *20<sup>th</sup>* day of *December* 1996

WITNESS to the above Signatures :

SIGNATURE : *[Signature]*  
 POSTAL ADDRESS : P.O.Box 22731 , Dar es Salaam, Tanzania.  
 QUALIFICATION : AUTHORISED AUDITORS



**Certified as True Copy of the Original**  
**Neema Kayuni**  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign: *[Signature]*  
 Date: *29/05/2021*  
 405-2935471

Stamp Fee 1000/-  
H. 27-11-59  
Receipt No. 4410836


THE COMPANIES ORDINANCE (CAP 212)  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
Empire Properties Limited

Stamp Fee No. 4410836  
Receipt No. 4410836  
Ass. Registrar of Companies

1. The Regulations contained in Table "A" in the First Schedule to the Companies Ordinance (hereinafter referred to as Table "A" ) shall apply to the Company save in so far as they are excluded or raised by the Clauses hereinafter contained.

SHARE CAPITAL AND SHARES

2. The company shall be private, and accordingly the following provisions shall have effect:
  - (a) The Company shall not offer any of its shares or debentures to the public for subscription.
  - (b) The number of the members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were in such employment and have continued after the termination of the employment to be members of the Company) shall not at any time exceed fifty.
3. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognise any trust or equitable claim to or partial interest in such share, whether or not it shall give express or other notice thereof.
4. The original share capital of the Company is Shillings One (Shs.1,000,000/- divided into One Thousand shares of Shillings 1000/-) each.
5. The shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and such times as the Directors think fit.

  
Certified as True Copy of the Original  
**Neema Kayuni**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign: .....  
Date: 29/05/2024  
4052935471


6. The Certificate of Title to shares shall be issued under the seal of the Company and shall be signed by two Directors.
7. If any member of the Company shall at any time desire to sell and transfer any shares registered in such member's name and or in the event of the creation of any further shares by the Company, such shares shall be first offered by the Directors to the existing members of the Company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.
8. Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same at a fair value.
9. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
10. If by the terms of issue of any shares or otherwise any amount is payable in respect of any shares by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given .
11. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares and Clause 19 of Table "A" shall be modified accordingly PROVIDED ALWAYS that any share may be transferred at any time by a member to his or her father or mother, or to any lineal descendant of such father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred by his executors or administrators to the widower or any such relative as aforesaid of such deceased member, being a cestui or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of this Will, upon any change or transfer to the trustees for the time being of such Will.

BORROWING POWERS

12. The Directors may from time to time in their discretion raise or borrow and secure for the purpose of the Company's business such sum of money as they think fit.
13. 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.
14. A General Meeting of the Company shall be held at least once in every calendar year at such time (not being more than fifteen months after holding of the preceding general meeting) and at such place as may be determined by the Directors. Such general meeting shall be called "Ordinary General Meeting" and all other meetings of the Company shall be called "Extraordinary General Meeting"

VOTE OF MEMBERS

15. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote only for the shares of which he is holder.
16. No member shall be entitled to vote at any general meeting unless all calls or other sums presently due by him in respect of shares in the Company have been paid.
17. The number of the Directors shall not be less than two and not more than ten unless the Company otherwise decides at a general meeting.
18. The following shall be the first Directors of the Company:
  1. Murtaza Nasser
  2. Satish Soochak

  
Certified as True Copy of the Original  
**Neema Kayuni**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign: .....  
Date: 29/05/2024

4052935476

19. The Directors may appoint one or more of their number to be the Managing Director or Managing Directors of the Company either for a fixed or indefinite period and may from time to time remove any such Managing Director from such office and put another or others in his place and may at their discretion fill up any vacancy that may occur in such office.
20. The remuneration of any Managing Director shall be determined by the Company in General Meeting and may be by way of salary or commission or participating in the profits of the Company or by all or any of those modes.
21. Each Director shall be paid a remuneration at such rate as the Company shall in a General Meeting decide. Every Director shall be entitled to be paid his travelling expenses incurred by him whilst employed in the business of the Company or in attending Board Meetings.
22. The shareholding qualification of the Directors shall not be required unless so fixed in a general meeting.

#### ALTERNATE DIRECTORS

23. 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 duties of Directors whom he represents.
24. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### DISQUALIFICATION OF DIRECTORS

25. 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; or
  - (d) absents himself from meetings of the Directors for a period of six months without special leave of absence from the other Directors.

#### DIVIDENDS AND RESERVES

26. The Company may in its General Meeting declare dividends but no dividend shall exceed the amount recommended by the Directors.
27. The Directors may from time to time pay the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
28. No dividends shall be paid otherwise than out of profits.
29. The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves which shall at the discretion of the Directors be applicable for meeting contingencies or for equalling dividends or for any other purpose to which the profits of the Company may be properly applied and pending such applications may in the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors from time to time think fit.

#### SEAL

30. 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 a Director and of the Secretary or such other person as the Directors may appoint for the purpose and the Director, or Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### ALTERATION OF ARTICLES

31. Subject to the provisions of the Ordinance and those of the Memorandum of Association the Company may by Special Resolution make alteration or addition to the Articles of Association and such alteration or addition so made shall be as valid and effectual as is originally contained in these articles and be subject in this manner to alteration by special resolution.

Name, Addresses and Description of Subscribers	No. of shares Taken	Signature of Subscribers
1.Satish Sookhak P.O.Box 2811 Dar es Salaam Tanzania  DIRECTOR	999	<i>Satish Sookhak</i>
2.Murtaza Nasser P.O.Box 3494 Dar es Salaam Tanzania  DIRECTOR	1	<i>Murtaza Nasser</i>

DATED at Dar es Salaam this *20<sup>th</sup>* day of *November* 1996

WITNESS to the above Signatures:

SIGNATURE : *[Signature]*  
 POSTAL ADDRESS : .....  
 QUALIFICATION : AUTHORISED AUDITORS



**Neema Kayuni**  
 Advocate, Notary Public & Commissioner for Oaths  
 Sign: *[Signature]*  
 Date: *29/05/2024*  
 405-2935471