

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AHMES (TZ) INVESTMENT CO. LIMITED

Incorporated this.....23rd.....day ofNovember, 2022

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.....

AHMES (TZ) INVESTMENT CO. LIMITED

Is this day incorporated under the Companies Act no.12 of 2002 and that the Company is Limited.

Given under my hand at Dar Es Salaam, thisday of.....
Two thousand and twenty-two

Registrar of Companies

THE COMOPANIES ACT NO. 15 OF 2013
COMPANY LIMITED BY SHARE
MEMORANDUM OF ASSOCIATION
OF
AHMES (TZ) INVESTMENT CO. LIMITED

- 1.0 The name of the Company is **AHMES (TZ) INVESTMENT CO. LIMITED**
- 2.0 The Registered Office of the Company will be situated in Tanzania.
- 3.0 The Objectives for which the Company is established (and it is expressly declared that the several sub-clauses and all the powers therefore are to be cumulative and in no case is the generality of any other sub-clause nor in any general expression in the same sub-clause or by the application of any rule ejusdem generic or otherwise:
- (a) To carry on the business of providing education, including nursery, primary and Secondary education.
 - (b) To establish and carry on a kindergarten or kindergartens in connection with, or independently of, any senior school or college.
 - (c) To carry on the business of sports and games, entertainment for students and the whole society.
 - (d) To provide housing facilities.
 - (e) To engage in the business of teaching and learning laboratories.
 - (f) To establish and carry on a school where pupils, scholars and students may obtain on moderate terms a sound general education upon the principles inaugurated by AHMES (TZ) INVESTMENT CO. LIMITED.
 - (g) To analyze the problems which have been faced by education together schools to date with a view to further facilitating the setting up of new schools and the better administration and development of existing schools.
 - (h) To participate fully in the development of the country's education curricula by ensuring representation for education on all appropriate bodies.
 - (i) To establish, provide, endow, furnish, fit out with all necessary furniture, instruments and other equipment and maintain, staff and manage for children in Tanzania, schools and other educational centers for the teaching of the natural sciences or any of them and other subjects.
 - (j) To provide accommodation, education, teaching, technical or vocational training for all children admitted to any premises under the control of the company.

- (k) To erect, provide, construct, build, equip, maintain, conduct and manage and provide facilities and financial and other assistance for buildings and other places for the purposes to the school.
- (l) To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the main objects of the Company.
- (m) To promote research into subjects related to education and similar subjects and to educate and influence public opinion by all lawful means.
- (n) To co-operate with any organization whether engaged in educational activity or not for the purpose of furthering the main objects of the Establishment herein and to provide facilities, training and research in maintenance of the main objects herein especially.
- (o) To provide for the delivery and holding of lectures, meetings, exhibitionism classes and conferences on connection with the said school.
- (p) To promote the study and practice of all or such of the arts and sciences, including the art of eurhythmy, as to the Association may seem expedient.
- (q) To provide for the delivery a holding of lectures, meetings, exhibitions, classes and conferences in connecting with the said school.
- (r) To prepare, edit, print, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain collections displays and exhibitions of literature, statistics, information and other material of an educational nature.
- (s) To enter into contract or agreement with other educational institutions in view exchanging, to invite or to be invited by other schools which are within or outside Tanzania in order to gain knowledge and experiences.
- (t) To provide for the discipline of staff, students and other persons using any of the facilities of the School and to regular such use in such manner as the School may think fit.
- (u) To carry on the business of providing health and medical services, to own and maintain health and medical centers and other health facilities, to run hospital services, rehabilitation and fitness facilities and health care. To carry on business of professional flying doctors and run mobile medical services including medical transportation.
- (v) To enter into any arrangements with any government or authority, supreme, municipal local or otherwise, that may seem conducive to all or any of the objects of the company; and to obtain from any such government or authority any rights, privileges, licenses, contracts and concession; and to carry out, exercise and comply with any such arrangements, rights, privileges, licenses, contracts and concessions.
- (w) To undertake, executive any contracts for works involving the supply, design, fabricate, assemble information and communication technology equipment, plumbing systems, manufacturer of any

machinery and any ancillary or other works comprised in such contracts and carry on the business of civil engineering, electrical engineering, mechanical, fabrication, engineers and manufactures of machinery, toll makers, brass founders, metalworkers, boiler makers, millwrights, machinists, iron and steel makers and converters, smith, builders, metallurgists, to buy, to sell, manufacturer, repair, convert, alter, to let or hire and deal in materials and machinery of all kind.

- (x) To enter into contracts in relation to and to erect, construct, maintain, alter, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all description, including power plants producers and generation, wharves, docks, piers, railway tramways, waterways, railways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriage and wagons, ships and vessels of every description, gas works, electric works, waterworks, drainage and gas works, drainage and sewage works and buildings every descriptions.
- (y) To carry on the business of the builders and contractors and engineers in all its disciplines and to handle, execute and carry out all kind of construction work, earth-works, quarrying, bowing, transportation, pipeline installation, canalizations creations of building pants, airfields, ports, dams water plants sewerage, setting up enterprises for earthwork equipments, building equipments industrial enterprises and manufacture of building fittings equipment and everything connected with the above.
- (z) To carry on the business of general store-keepers, universal providers, wholesale, retail traders, dealers of piece of wood, glassware, crockery, cutlery and other articles, commodities of personal construction provisions, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles, and generally in all manufactured goods of all types and merchandise.
- (aa) To carry on any other business by wholesale or retail and whether manufacturing or otherwise as may be conveniently carried on with the above business, to carry on the trade of warehousemen, removers, stores, packers and carries of moveable property of every description to issue warrants to persons warehousing goods with the Company and lend money upon the security of such goods.
- (bb) To engage in and or otherwise carry on the business of water systems, water treatment engineers, natural water management consultants, water preservation specialists, manufacturers, buyers, importers, suppliers and distributors of chlorine and or allied chemicals, natural water purity maintainer and contractors, super landscapers, water catchments areas, protection and conservation advisors, fumigation and agricultural chemical controllers, industrial sanitary, and waste product controllers, irrigation system contractors, urban and rural water supply consultants, surveyors, to establish, manage, run and facilitate plants, factories or industries, water treatment chemical of all type and description whatever.
- (cc) To carry on the business as refreshment contractors, hotel and restaurant keepers, refreshment room proprietors, café, roadhouse, motel, holiday camp, caravan site and apartment housekeepers, to fit up and furnish any property for purpose of letting the same to visitors or guests whether in single rooms, sites, chalets, caravans, movable structures, cottages otherwise deal with groceries, provision merchants, consumable stores, wines and victuals, spirit merchants and tobacconists, to

buy, sell, manufacture or other deal in food and food products, frits, confectionery, bear, alcoholic, beverages and other articles required in the business.

- (dd) To provide services of technical consultation, designing of all kind of machinery, maintenance, suppliers and distributors of spares, accessories, electrical equipment and all tools, implements including contracts for the supply of all kind of services, or other comprised in goods, consultancy and construction services for the above.
- (ee) To carry on the business of general investors into electronic communication systems including video and television systems, telecommunication engineers and to introduce propagate import, satellite ultra-modern system, to facilitate internet communication packages, programmers, marketing and to be general representatives and commissioner agent of the above.
- (ff) To carry on the business of manufacturing building materials, hardware and machinery, ironmonger, dealers in household utensils, China glass, cutlery, household fittings, electrical appliances, wiring and materials, apparatus and equipment, construction equipment, house furnishers, upholsters and dealers in and hires, repairers, cleaners, stores and warehouses of furniture, carpets and other floor coverings, home, office furnishings used as may be conveniently sold therewith or in the manufacture, maintenances and repair thereof.
- (gg) To carry on business of electricians, mechanical engineers and manufactures, workers and dealers in electrical apparatus and goods and the manufacture, sale or hire of apparatus or goods in which the application of electricity or any like power or any power that ca be used as a substitute thereof, or which may be useful, convenient, ornamental or any other business of a like nature.
- (hh) To manufacture, put up and use telephone, telegraphs, (wireless or otherwise), photographs, dynamos, accumulators, lamp and all apparatus now know or that any hereafter be invited, connected with the generation, distribution, supply and employment of electricity or any power or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchange and centers.
- (ii) To carry on the business in Tanzania or any part of the world, related to all or any of the business of manufacturing buying, selling, merchandising and generally dealing whether wholesale or retail and to carry out joint-venture projects in partnership with any foreign manufactures and/or businessmen.
- (jj) To establish companies and association for the prosecution of execution of undertakings, works, projects and or enterprises of any description whether of a private or public characters in Tanzania and or elsewhere.
- (kk) To carry on all or any of the business of transport, clearing and forwarding agents, warehousemen, cargo representatives, stevedores or lighter age, courier services and mail agents, cartage, haulage, charters of roads vehicles, aircraft, ships, tugs, barges, boats of every description, lighter-men, carriers of goods and passengers by road, rail, water or air, packers and cargo superintendents of all kind.
- (II) To carry on all or any of the business of importers, suppliers installers, repairs and maintainers of electrical and electronic apparatus of every description including but not limited to radio, television

intercom network and use cellular phones, telephones and telephones and telegraphs whether wireless, or other dynamo accumulators and apparatus now known or that may hereafter be invented in relation therewith including cables, wires or appliances for connection telecommunication systems including the formatting of exchange centers.

- (mm) To enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaging in any business or transaction which this company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
- (nn) To guarantee the repayment of money by and the contractors of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (oo) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company, or any business capable of being conducted so as directly or indirectly to benefit the company.
- (pp) To enter into any arrangements and contracts with Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the company's object or any of them and to obtain from any such government authority, corporation company or person any characters, contracts, decrees, rights, privileges and concessions.
- (qq) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons, to rent pensions and allowances, to make payments, towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (rr) To promote another company for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose, which may seem directly calculated to benefit the company.
- (ss) To invest and deal with moneys of the company not immediately required, upon such securities and in such manner as the company may from time to time determine.
- (tt) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company or contracts by any persons, firms or companies.
- (uu) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (vv) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, joint venture, reciprocal concession or otherwise with any person or

company carrying or, or engaged in, or about to carry on or engaged in any business or transaction which this company is authorized to carry on, or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit the company and to take or otherwise acquire shares and securities or any such company and sell, hold, reissue with or without guarantee or otherwise deal with the same.

(ww) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation promotion of the company or the conduct of its business.

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

(yy) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.

(zz) To obtain any provision, orders, ordinance of act, parliament for enabling the company to carry on any of its objects into effect or for affecting any.

(aaa) To distribute among the members of the Company in specie any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(bbb) To do all or any of the above things in any part of the world and as principals, managing agents, contractors, trustees, or otherwise, and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.


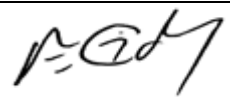

The objects set forth any clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full power to exercise all or any of the powers conferred by any of this clause in any part of this clause in any part of the world and notwithstanding that the business, undertaking, dealt with or performed do not all within the objects of the first sub-clause of this clause.

AND it is herein declared that the word "**COMPANY**" and this clause shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name Company.

4. The Liability of Members is Limited.

5. The Share Capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each, with power for the company to increase or reduce the capital and to issue any party of its capital, original or increased, with or without any of preference, priority or special privilege, or subjects to any postponement of right 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 herein before contained.

We, the several persons whose names, postal address and descriptions are described, are desirous of being formed into a company in pursuance to this Memorandum of Association and we respectively agreed to take the number of shares in the capital of the company set opposite our respective names.

Name, Addresses and Description of Subscribers	Number of Shares taken	Signature
SEM SOLOMON MJEMA P.O.BOX 376, BAGAMOYO	500	
CHRISTOPHER TUMAINI MDUMA P.O.BOX 75414, DAR ES SALAAM	100	
HASSANI SHABANI MASSEGENSE P.O.BOX 376, BAGAMOYO	100	

Witness to the above Signature

Dated this 21st of November Two Thousand and Twenty-Two.

Name: ROSE MUSA
 Address: 62359 DAR ES SALAAM
 Qualification: COMMISSIONER FOR OATHS
 Signature: Rosa



COMMISSIONER FOR OATHS

THE COMPANY ACT NO.12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF

AHMES (TZ) INVESTMENT CO. LIMITED

1. In the regulations.

“The Act” means the Companies Act no.12 of 2002

When any provision of the Act referred to the reference in that Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co-operative societies, etc.

The regulation of Table ‘A’ in the First Schedule to the Companies act no.12 (here in after called Table ‘A’ shall 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 Table ‘A’ the former shall prevail and in addition to the substitution for or the modification of the provisions of Table ‘A’ then following 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 herein after prescribed.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty, provided that where two or more members holding one or more shares in the Company jointly, they shall for the purpose of the regulation be treated 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.
3. The Director may in their discretion and without assigning any reason thereof refuse to register the transfer or any person whom it shall be their opinion the undesirable for any person whatsoever to admit the membership.
4. Subject of 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 or any person selected by the Directors as one whom it is desirable in buying the shares. All share transfers shall be confirmed by Board of Directors.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors or any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares 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 such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, if there be only or one such shareholder, the whole of such shares shall be obliged to take more than the maximum 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 designing to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or single shareholder who shall have agreed to purchase, the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING.

5. Articles 39 to 53, of Table 'A' shall apply subject to the following variations: -
- (a) A general meeting, ordinary or extra ordinary may with the consent in writing of all members be convened on a shorter notice than seven days without notice.
 - (b) Two members present either personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the Directors and of the members other 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.

DIRECTORS.

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than six.
- (b) The following persons shall be the first Directors to the Company

1. SEM SOLOMON MJEMA

2. CHRISTOPHER TUMAINI MDUMA

3. HASSANI SHABANI MASSEGENSE

7. The shareholding qualifications 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 Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors dully called and constituted.
10. The Directors may from time to time borrow raise moneys for the purpose to the Company, which may exceed the issued share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow to the purpose of the Company's business any sum or sums of moneys as they think fit and they may secure the repayment of or rise any such or sums as aforesaid by mortgage or charge upon the present and future, including its uncalled or debentures, either charged upon the whole or any part of the property and assets for the Company, not charged, or such other way as the Directors may think expedient.

ALTERNATIVE DIRECTORS.

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternative in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act as the whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms reference to the Directors and discharge all duties at such remuneration and upon such conditions as it may think fit, and any secretary so appoint a duly qualified person to act in his place.

WINDING UP




14. With the sanction of the 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 specie 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.

INDEMNITY

15. Every 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 favour or in which he is acquitted in connection with any application (under Companies act no.12) in which relief is granted to him by the court.

ARBITRATION.

16. If and whichever any dispute or difference shall arise between the Company and any of the members or their respective representative 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 of liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Ordinance, 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 third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Companies act no.12 or any than existing statutory modifications or re-enactments thereof shall apply.

Name addresses and description of subscribers	Number of shares taken	Signatures
SEM SOLOMON MJEMA P.O.BOX 376. BAGAMOYO	500	
CHRISTOPHER TUMAINI MDUMA P.O.BOX 75414 DAR ES SALAAM	100	
HASSANI SHABANI MASSEGENSE P.O.BOX 376 BAGAMOYO	100	

Witness to the above signatures,

Date this: 21st day of November Two Thousand and Twenty-Two

Name: ROSE MUSA

Address: 62359 DAR ES SALAAM

Qualification: COMMISSIONER FOR OATHS

Signature: Rosa



COMMISSIONER FOR OATHS