

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TEXPOL DEVELOPMENT COMPANY
LIMITED

Incorporated thisday of.....2012

DRAWN BY:
JULIUS M. ZELIAH
(SUBSCRIBER)
P.O. BOX 77279
DAR ES SALAAM.

- (a) To carry on the business of power electricity production, electrical engineers, electrical contractors, electronic engineers, installation, electrical connection and deal in all kinds of electrical goods such as switches, sockets, connection units, connector boxes mounting units, terminal unit lamp holders and all kinds of electrical goods required for the purpose of installing electrical connection.
- (b) To carry on the business as mechanical, chemical, electrical engineers, engineering consultants, researchers and technical advisors in the repair, installation, renovation, rehabilitation and servicing of all kinds of machinery, electrical apparatus, power lines, radio and electronic equipments, to sell, supply and deal in electrical machinery, industrial equipment, plant, accumulators, lamps, meters, engines, dynamos, batteries, transformers, switchgears, motors, telephonic or telegraphic apparatus of any kind, and to carry out the business of research and development for conventional and non-conventional energy resources, new and renewable energy, wind, solar biogas, biomass, woodfuels, etc, petroleum products, petroleum exploration, research and development.
- (c) To carry on the trade and businesses of electrical, refrigeration, air-conditioning, ventilation and general engineers and to complete installation on turn-key basis or otherwise of any electrical plant equipment or system network, to install high and low voltage power lines and equipment whether overhead or underground systems, to test and to commission electrical and mechanical equipment, power plants, H.V and L.V, lines and cables.
- (d) To deal in all kinds of electrical works in domestic and industrial including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counselling.
- (e) To carry on the business in Tanzania or in any part of the world all or any of the business of buying, selling, exchange, merchandising and generally dealing electrical equipment machinery, accessories, spare parts related to electrical works, tools and running electrical workshops.
- (f) To carry on the business of proprietors and managers of electrical training schools, workshop and seminars in order to disseminate electrical knowledge to the middle and young generation.
- (g) To conduct and carry on the business of planning, designing and supervising, technical assessment, inspection and installation of mechanical and electrical plants, equipment and machinery in factories, structures, buildings, power stations, warehouses, mills, garages, workshops, hangers, stores, offices, roads, etc.

3 The objects for which the Company is established are:-

2 The Registered office of the Company will be situated in Tanzania.

The name of the company "TEXPOL DEVELOPMENT COMPANY LIMITED"

THE COMPANIES ACT, 2002
 COMPANY LIMITED BY SHARES
 MEMORANDUM OF ASSOCIATION
 OF
 TEXPOL DEVELOPMENT COMPANY LIMITED

TANZANIA
 Stamp Duty She 300/-
 PAID ON ORIGINAL
 Receipt No. 3008 of 29/11/12
 Stamp Duty Officer

TANZANIA
 Stamp Duty She 300/- Paid
 Receipt No. 3008 of 29/11/12
 Asst. Registrar of Companies

- (h) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (i) To engage in and carry out the business of proprietors and managers of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (j) To provide the business of tour operators, travel agents, tourist agents and contractors, insurance, forwarding and general agents, aircraft and ship owners, charters, hotels, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposit, inquiry bureaux and baggage transport and arranging and operating tours.
- (k) To carry on the business of sports and games of all kinds, to own playground, entertainment halls, especially but not limited to water sports, motor sports, go-cart racing, motorbike sports, motor car racing, bicycle sports and basically to carry on all such other businesses that can be conveniently carried out in conjunction therewith.
- (l) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministers and all other government offices, universities and all other places where the services of a supplier are needed.
- (m) To engage and or carry on the business of road constructions, engineering, general civil works, buildings, renovations, office partitions, decorators, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufacturers of electrical equipments and suppliers of same.
- (n) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbours, shares, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.
- (o) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses.

- (d) To carry on the business of agricultural equipment suppliers and to be import, export, buy, sell and deal in all kinds of agricultural machinery, plant, implements, tools and accessories, manures and insecticide use in connection with or required for animal husbandry or agriculture.
- (b) To carry on the business of entertainment, to run, own and manage open discotheques, night clubs, casinos, theaters, restaurants, botanical gardens, sport centers for all kinds of sports, to organize different games for children and adults, horse riding activities, to own and run playgrounds, to acquire and own vast lands for carrying on the above named activities and generally to provide recreational sporting facilities and all other related business which can be carried on in conjunction therewith.
- (r) To carry on the business as commission agents, brokers, insurance agents, brokers, importers, exporters, manufacturers, land and estate agents, technical advisors, cleaning and forwarding agents, managing agents, general business consultants, garage and lake vessels, boat builders, petrol and service stations owners, hotels camps safari lodges, cafes snacks refreshment rooms, licensed victuallers, owners of recreation places and sports and amusement, all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (s) To carry on the business of advertising, media and entertainment media communication and consultancy advertising agents, public relations, consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relations, press and community relations. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (t) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade, and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, commission agents, business consultants, market research consultants, business transfer agents, company promoters, underwriters, financiers and bill brokers, del-credere agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.
- (u) To deal in the business of project management consultancy and or otherwise dealing in specialized events management, employment agents, but not limiting to the deal in the micro financing and importing of related project tools and applications and to serve them in domestic or export market and to carry out various activities incidental to the attainment of the main object as contained in this clause, whether done for gain or otherwise.
- (v) To carry on the business of computer, web design, computer programming, soft development, networks, sales of computers, consultancy, computer training, graphic, design, internet cafe, telecommunication equipment, cellular phones, TV-transmission equipment and equipment, transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related networks activities.

To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.

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

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

(y) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.

(z) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passengers by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with in road vehicles, aircraft and vessels of every supplies therofore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

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

(ab) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.

(ac) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.

- (ee) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (ff) To carry on the business of cleaning and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibuses, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (gg) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (hh) To carry on the business of mines and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excavate develop and turn to account mines and mining rights and any undertaking connected therewith.
- (ii) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (jj) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any slate or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (kk) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (ll) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (mm) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

- (m) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (oo) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either through agents, sub-contractors, trustees and otherwise.
- (pp) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (pq) To accept for safe custody and keep for customers of the company all kinds of securities, valuables and things.
- (r) To lend money on any terms that may be thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ss) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (t) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (uu) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (v) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ww) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (xx) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (yy) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (zz) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4.
5.

The Liability of the Members is Limited.

The capital of the Company is Shillings 30,000,000/= divided into 1000 shares of Shillings 30,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.



Name : Shari M. Ngellah
 Signature : [Signature]
 Postal Address : P.O. Box 2567 Dar
 Qualification : Advocate

Witness to the above signatures:-

Dated at Dar es Salaam this 09 day of Nov 2012

DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
MICHAL ZIEMAK P.O. BOX 77279 DAR ES SALAAM	300	M. Ziemak
MAFEN MOSES ZELLAH P.O. BOX 77279 DAR ES SALAAM	300	[Signature]
JULIUS MOSES ZELLAH P.O. BOX 77279 DAR ES SALAAM	400	J. Zella

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.

4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-
(a) in the case of a meeting called as the 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 representing not less than ninety per cent of the total voting rights at that meeting of all the members.

9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

11. 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; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

12. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.

15. 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. 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.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand -
(a) by the chairman; or
(b) by at least (three) members present in person or by proxy; or
(c) by any member or members present in person or by proxy and representing not less than one - tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
The demand for a poll may, before the poll is taken, be withdrawn.

17. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Signed day of 201..... and at any adjournment thereof.
 the {annual or extraordinary, as the case maybe} general meeting of the company to be held on
 of as my/our proxy to vote for me/us on my/our behalf at
 named company, hereby appoint of or failing him
 I/We of being a member/ members of the above-
 Limited
 circumstances admit:-

- 27. An instrument appointing a proxy shall be in the following form or a form as near here to as circumstances admit:-
- 26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notally certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 24. On a poll votes may be given either personally or by proxy.
- 23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 21. Every member shall have one vote.

VOTE OF MEMBERS

- 20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.
- 19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We of Being a member/members of the of or as my/our proxy to vote for me/us on falling him of as the case may be) general meeting of the company to be held on the day of 201..... and at any adjournment thereof.
Signed day of 201.....

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out which ever is not desire"

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

31. Any corporation which is a member of the company may be resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

33. The following persons shall be first Directors to the Company:-

1. JULIUS MOSES ZELLAH
2. MAFREN MOSES ZELLAH
3. MICHAEL ZIEMAK

34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
 - (e) Resigns his office by notice in writing to the company; or
 - (d) Becomes of unsound mind; or law from being a director; or
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by generally; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors under the company; or
 - (a) Without the consent of the company in general meeting holds any other office of profit
40. The office of director shall be vacated if the directors:-

DISQUALIFICATION OF DIRECTORS

- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, committees of the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any
 - (a) of all appointments of officers made by the directors;
39. The directors shall cause minutes to be made in books provided for the purpose:-

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,

37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

36. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

POWERS AND DUTIES OF DIRECTORS

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, 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 any third party.

BORROWING POWERS

41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
43. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
44. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
47. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or were not entitled to vote, or that any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

is not aware or to more than one of the joint holders of any debentures. not require a copy of those documents to be sent to any person of whose address the company member of, and every holder of debentures of, the company. Provided that this regulation shall auditors shall not less than twenty before the date of the meeting be sent to every before the company in general meeting together with a copy of the directors' report and the In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid

59.

sections. accounts, balance sheets, group accounts (if any) and reports as are referred to in those cause to be prepared and to be laid before the company in general meeting, such profit and loss The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act,

58.

ordinary resolution of the company.

No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by

57.

open to the inspection of the directors.

151 (4) of the Act, at such other place or places as the directors think fit, and shall always be The books of account shall be kept at the registered office of the company, or subject to section

56.

transactions.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its

(a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;

55.

The directors shall cause proper books of account to be kept with respect to:-

(b) all sales and purchase of goods by the company; and

(c) the assets and liabilities of the company.

The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

54.

THE SEAL

A provisions of the Act or these articles 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.

53.

The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

52.

SECRETARY

directors, a meeting or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more

51.

A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more

Name : Shel M. Ziemak
 Signature : [Signature]
 Postal Address : P.O. Box 223
 Qualification : Advocate



Witness to the above signatures:-

Dated at Dar es Salaam this 29 day of Nov 2012

DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
MICHAEL ZIEMAK P.O. BOX 77279 DAR ES SALAAM	300	M. Ziemak
MAFKEN MOSES ZELLAH P.O. BOX 77279 DAR ES SALAAM	300	[Signature]
JULIUS MOSES ZELLAH P.O. BOX 77279 DAR ES SALAAM	400	J. Zillah

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

AUDIT

Texpol Development
Company Ltd
Julius M. Zillah
Managing Director

In effort to sign ma business agreement with our partner MEW Co Ltd Poland, I hereby apply for amendments in Company Memorandum for Texpol Dev Co Ltd in the following parts:

9 company memorandum "The accidental omission to give notice of a meeting (...) shall not invalidate the proceedings at the meeting" this part must be canceled

21 company memorandum "Every member shall have one vote" should be : "Every member shall have a number of votes equal to its number of shares"

45 company memorandum "Questions arising at a meeting shall be decided by a majority of votes" should be : "Question arising at a meeting shall be decided by a majority of votes, apart from questions listed here down that shall be decided by more than 85% of votes :

questions related to increase or decrease of the capital of the company
=> questions related to increase or decrease of the number of members
=> questions related to transfer of shares between members of the company
=> all questions related to Directors : their appointment and disqualification, their remuneration and other expenses, their power and duties"

w 51 company memorandum "A member whose registered address is not within the Tanzania and who gives (...) no such member shall be entitled to receive any notice from the company" this part should be canceled.

Dear Sir

Correction or amendments to Company's Memorandum for Texpol Dev Co Ltd.

Dear Sir
Director
BREIA TANZANIA
P.O.Box
Dar es Salaam, Tanzania.

TEXPOL DEVELOPMENT COMPANY LIMITED

P.O Box 77279
Plot No. 2202, Tabata Kisukulu
Dar es Salaam, Tanzania.
Tel: +255 766326727
email: texpol@wp.pl

RECEIVED
REGISTRATIONS AND LICENSING AGENCY
27 JAN 2014
www.texpoldev.com

Dar es Salaam, 16.01.2014