

THE COMPANIES ACT, 2002

MEMORANDUM

A N D

ARTICLES OF ASSOCIATION

OF

MAXIMA CLEARING AND FORWARDING LIMITED

Drawn By:

Joel Lucian Uisso.
(Subscriber)
P.O.Box 76111
DAR ES SALAAM

Sasoh
19323 13/04/2011
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THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MAXIMA CLEARING AND FORWARDING LIMITED

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1. The name of the Company is **MAXIMA CLEARING AND FORWARDING LIMITED**
2. The Registered Office of the Company will be situated in the United Republic of Tanzania
3. The objectives for which the Company is established are:
 - a. To carry on business of clearing and forwarding on ports, airports and any other places.
 - b. To carry on business of transportation of cargoes in and outside Tanzania.
 - c. To act as clearing and forwarding agent in ports, airports and other places.
 - d. To carry on business of car and truck rentals.
 - e. To act as advisors on problems relating to the administration and organization of clearing and forwarding business and the training of personnel for clearing and forwarding business and to carry on all or any of the businesses of transportation business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses, organizations or industries and all systems or processes relating to the clearing and forwarding , marketing and relating to the rendering of services.
 - f. To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business, industry or organization and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the company's objectives.
 - g. To act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management prospects, value and circumstances of any

business, concerns and undertakings and generally of any assets, property or rights of any kind.

- h. To undertake the business of computer sales and servicing, buying and selling of computer software and hardware and to provide solutions and troubleshooting in computers, importers and exporters of computer software and hardware and to provide internet operations and cyber café facilities.
- i. To establish and deal in computer equipment of all types and all associated accessories and to deal with sale of all kinds of telecommunication equipment, undertake the business of marketing and distribution of such products, data processing and software connected therewith capable of performing printing and activities of such kind and to sell and maintain them.
- j. To carry out all or any of the business of installers, maintainers, repairers of and dealers in computers and computer equipment of every description, and of and in computer accessories and peripherals and supplies of computer equipment, accessories and stocks of all kinds.
- k. To carry on business as consultants in information technology on problems relating to the application and use of information technology in organization and industry and business and as trainers of personnel for industry and business and to advise upon the means and methods for extending, developing and improving all types of business, organizations or industries and all systems or processes relating to the use of information technology.
- l. To engage in research relating to the application of computers in institutions of learning and to establish and set up computer learning centers and laboratories in learning institutions and to train and advise on the same.
- m. To carry on business as providers of software solutions and to engage in software development, provide network solutions and to carry out contracts relating to the provision of the same.
- n. To carry out all or any of the business of installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and stores of all kinds.

- o. To carry out researches, investigations and experimental work of every description in relation to electronics and the application and use of electricity.
- p. To carry on all or any of the businesses of electrical, mechanical, motor and general engineers, manufacturers and merchants of, agents for and dealers in engineering specialties of every description.
- q. To buy, sell, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, furnishings, tools, materials, products and things of all kinds capable of being used for the purposes the above- mentioned businesses or any of them or likely to be required by the customers of the company.
- r. To carry the business of electricians, mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture, sale and hire of apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature.
- s. To manufacture and produce and , either as principals or agents, trade and deal in any articles belonging to any such business, and all apparatus, appliances and things used in connection therewith, or with any inventions, patents or privileges for the time being belonging to the company.
- t. To make experiments in, and public exhibitions of electrical machinery and appliances.
- u. To let out on hire all or any of the property of the company (whether real or personal), including every description of the apparatus or appliances of the company.
- v. To setup and use telephones, telegraphs dynamos, accumulators, lamps, and all other apparatus now known or that may hereafter be invented, connected with the generation, accumulation, distribution, supply and employment of electricity or any power that can be used as a substitute therefore, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centers.

- w. To acquire the goodwill of any business within the objectives of this Company and any lands, privileges, rights, contracts, property or effects, held or used in connection therewith and upon any such purchase to undertake the liabilities of any Company, Association-partnership or person.
- x. To purchase or otherwise acquire houses, offices buildings and premises and fittings and movable machinery, tools, plants, patterns, implements, stock-in-trade, apparatus and other things found necessary or convenient to be used in or about the trade or business of the Company in connection with any of its objectives.

- y. To let out on hire all or any of the property of the Company (whether movable or immovable) including every descriptions of apparatus or appliances of the company.

- z. To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company?

- aa. To advance money to any person or persons or corporation, either at interest or without, 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 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.

- bb. Upon any issue of shares, debentures or other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures, to other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.

- cc. To purchase or otherwise acquire all or any part of the business Property and liabilities of any Company, society, partnership or person formed for all or any of the purposes within the objectives of this Company and to conduct and carry on or liquidate and wind up any such business.

- dd. To carry on all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other company, association, partnership, or person and in connection therewith to appoint and remunerate any Directors, accountants, and other experts or agents.
- ee. To issue or guarantee the issue of or payment of interest on the shares, debentures, debenture stock, or other securities or obligations of any Company or association and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- ff. To draw, accept and make, and to endorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
- gg. To borrow or raise money for the Company or any branch or subsidiary firm or company directly or indirectly connected with the company by the issue of debentures, debenture stock, perpetual or terminable bonds, mortgages, or any other securities or negotiable or other instruments to mortgage or charge all or any of the property and rights of the company and upon such terms as to priority or otherwise and to receive deposits of money on any terms.
- hh. To advance and lend money upon such security as may be thought proper or without any security.
- ii. To invest the money of the Company not immediately required in such manner, other than in the shares of this Company as from time to time may be determined.
- jj. To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares or stocks in any company, society or undertaking, the object of which whether in whole or in part be similar to those of the Company or such as may be likely to promote or advance the interest of this Company.
- kk. To establish agencies in East Africa and elsewhere and to regulate and discontinue the same.
- ll. To advertise all or any of the manufacturers or goods of the Company in any way that may be thought advisable including the posting of bills in relation

thereto, and the issue of books, pamphlets and price-lists and the conducting of competitions and the giving of prizes therefore.

- mm. To provide for the welfare of persons in the employment of the Company and the wives, widows and families of such persons by grants of money pensions or other payments and assistance as the Company shall think fit and from time to time subscribe or contribute to any charitable, benevolent or useful object of public character the support of which will in the opinion of the Company tend to increase its repute or popularity among its employers, its customers or the public.
 - nn. To enter into and carry into effect any arrangement for working in business or for sharing of profits or for amalgamation with any other company or any partnership or person carrying on business within the objects of this Company.
 - oo. To accept stocks or shares in, or the debentures mortgage, debentures or other securities of any other Company in payment for any services rendered or for any sale made to or debt owing from any such company and to distribute amongst the members of the Company in specie or otherwise any property of the company.
 - pp. To borrow money or take grants from local authorities or from the Government from time to time under the law in force in the Republic of Kenya or elsewhere and to comply with such conditions and terms as may be necessary and will in such cases refuse to declare or otherwise divide profits amongst or for the benefit of the members of the Company at a higher rate than may be specified by the Government or under the law in force for the time being.
- II. Generally to do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby expressly declared that the several sub-clauses of this clause and all the powers hereof are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause nor is any general expression in any sub-clause or by the application of any rule of construction ejusdem generic or otherwise.

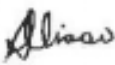
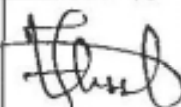
AND it is hereby further declared that the word "Company" save when used in reference to the Company in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in East African States or elsewhere.

4. The liability of the members is LIMITED.

5. The initial share capital of the Company is Tsh.30,000,000/- (Thirty Million) divided into 1,000 shares (One Thousand shares), ordinary share of Tshs. 30,000 (Thirty Thousand) each with such rights, privileges and conditions respectively attached thereto as may be from time to time regulated by the *Articles of the Company*, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the *Articles of the Company* and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be, provided by the *Articles of the Company*.

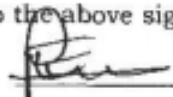
6. In the event of the company being wound up, shareholders of shares shall be entitled to the whole of the assets of the Company in proportion to the amount credited as paid, upon each share.

We, the several persons whose names, postal addresses and occupations are hereto subscribed are desirous of being formed into Company in pursuance of this Memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Postal addresses and Occupation of Subscribers	number of Shares taken by each of Subscriber	Signature of Subscribers
1. Anthony Lucian Uisso P.O.Box 76111 DAR ES SALAAM- BUSINESS	200	
2. Joel Lucian Uisso P.O.Box 76111 DAR ES SALAAM-BUSINESS	200	

DATED THIS 3rd Day of OCTOBER 2011

WITNESS to the above signatures:

Signature: 

Name: EVOLD PAUL MUSHI

Postal Address: P.O. Box 2971 D SM

Qualification: ADVOCATE

EVOLD P. MUSHI
Advocate, Notary Public
Commissioner for Oaths
P.O.Box 2971, D'SALAAI

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COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MAXIMA CLEARING AND FORWARDING LIMITED

TABLE "A"

1. The Regulations of Table "A" in the First Schedule to the Companies Act as altered or modified by these Articles shall apply to the Company and shall accordingly be deemed to be incorporated with these Articles.

In these articles in not consistent with the subject or context:- the meaning set opposite to them respectively in second column thereof:

WORD	MEANING
The Act	The Act, 2002
These Articles	These Articles of Association as now framed or as from time to time by special resolution.
The Company	MAXIMA CLEARING AND FORWARDING LIMITED
The Office	The Registered Office of the Company
The Seal	The common seal of the company
The Board convened	The Board of Directors present at a duly Meeting of Directors at which a quorum is present
The Register	the Register of member of the Company written or

Produced by any substitute for writing or partly written and partly so produced.

Paid Up

Paid up or credited as paid up.

Words importing the singular number only shall include the plural vice versa.

Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporation. The expression "debenture and debenture Holder" shall include debenture stock holder respectively.

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary.

The expression dividend shall include bonus.

Reference to any provision of the Act shall construe as a reference to such provision as modified by any law for the being in force.

Save aforesaid, words or expression contained in these Articles shall if not inconsistent with the subject, or context, bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

- (a) The company shall not have power to issue share warrants to bearer.
- (b) The right to transfer shares is restricted in the manner hereinafter provide.

BUSINESS

Any branch or kind of business which the company is either expressly or by law authorized undertake may be undertaken by the Board at such time as it shall think fit, and further may be suffered by it to be in obeisance. Whether such branch or kind of business may have been actually commenced or not, so long as the Board may seem it expedient not to commence or with the same.

The Office shall be at such place in Tanzania as the Board shall from time to time appoint.

No part of the funds of the company shall be employed in the subscription of or in loans upon the security of the company's share or those of its holding company (if any) and the company shall not give. Whether directly or indirectly and whether, by means of loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the company or in its holding company (if any) or made, or guarantee, or provide any security in connection with, a loan to any Director of the company or its holding company (if any) provided that nothing in this Articles shall prohibit transaction mentioned in the provision of the Companies Act

SHARE CAPITAL

The share capital of the company is Thirty million (30,000,000/=) divided into one thousand (1,000 shares) ordinary shares of Shillings Thirty Thousand each (30,000/=).

Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the company may be issued with or have attached hereto such preferred, differed or other special rights or such restrictions, whether in regard to dividend, voting, return capital or in a General Meeting determined.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- c) The right to transfer shares is restricted in the manner hereinafter prescribed;
- d) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while 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 persons hold one or more shares in the company jointly they shall for the purpose of this Article be treated as a single member.

- e) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- f) The Company shall not have power to issue share warrants to bearer.

ISSUE OF SHARES

- 3. All unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.

RESTRICTION FOR TRANSFER

- 4. The shares shall be under the control of the Directors who may allot and dispose off and or grant options over the same to such persons on such terms and in such manner as they think fit.
- 5. No shares of the Company shall be sold or transferred by any shareholders or trustee in bankruptcy or personal representatives of any shareholder unless and until the right of the pre-emption hereinafter conferred shall have been exhausted. The personal representatives of a deceased member (not being one of several joint holders) shall be the only person recognized by the Company as having any title to the shares registered in the name of such member and in the case of the death of any one or more of the joint holders of any registered shares, the survivors of the legal personal representatives of the deceased survivor shall be the only person recognized by the Company as having any title to or interest in the shares.
- 6. Every shareholder or trustee in bankruptcy who may desire to sell or transfer any such shares 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 of the Company as his agent for the sale of such shares to any members of the company at a price to be agreed upon between the parties giving such notice and the Board or in the case of difference to be determined by the Auditor of the Company.
- 7. Upon the price of such shares being agreed upon or determined by the Auditor of the company as the case may be , 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 price of such shares, inviting the person to whom the notice is sent, to state in writing within twenty one (21) days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At the expiration of such twenty one (21) days notice the Board shall apportion 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, or if there be only one such shareholder the whole of such shares shall be sold to him provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice. Upon such apportionment being made to such one shareholder notifying the intention to purchase as the case may be, the party desiring to sell or transfer shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

8. In the event of the whole of such shares not being sold under the preceding article the shareholder desiring to sell or transfer such shares shall be at liberty to transfer the shares not so sold to a person or persons who are not shareholders provided that such person or persons are acceptable to the Board of Directors and provided that he shall not sell them for less price than the sum for which the same shall have been offered for sale to the shareholders as aforesaid.
9. The Original shareholders in the Company shall have the preferential right to subscribe for and take up any shares in the capital of the Company which may remain unissued and which it may be decided at any time to issue for the purpose of providing necessary funds for further development in proportion to the number of shares held by each of them respectively. If any one of such original shareholders do not wish to increase his holding by subscribing the further subscribers in the aforesaid proportion the number of shares which he would be entitled to subscribe shall be offered to the remaining original shareholders Pro-rata to the number of shares bought by each of them.
10. The Director may subject to clause (9) of these Articles of Association in their discretion and without assigning any reason, refuse to register a transfer of any share to any person, who it shall in their opinion be undesirable in the interest of the company to admit to membership. The Directors may refuse to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer of any

shares, they shall within two months after the date, on which the transfer was lodged with the Company, send to the transferee notice of the refusal without assigning any reason for such refusal.

PROCEEDINGS AT GENERAL MEETINGS

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; save as herein otherwise provided two members present in person or by proxy shall be in quorum.

GENERAL MEETING

12. Every General Meeting shall be called by twenty one (21) days' notice in writing at the least. The Notice shall be exclusive Of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are under the Regulations of the company entitled to receive such notice from the Company.

DIRECTORS

13. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two and not more than seven in number and the first Directors shall be:
- 1) Anthony Lucian Uisso
P.O.Box 76111
DAR ES SALAAM
 - 2) Joel Lucian Uisso
P.O.Box 76111
DAR ES SALAAM
18. A Director need not hold any share qualification and if any Director shall be called upon to perform extra services in Kenya, abroad or otherwise for any purpose on behalf of the company, the company may remunerate such Directors in such manner as may be determined by the Directors.
19. The remuneration of a Managing Director and of any Director who may be appointed by the Managing Director to any other office or place of profit

under the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors.

BORROWING POWERS

The Directors may raise or borrow such sum or sums of money for the purpose of the Company's business as they may in their absolute discretion think fit and 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 assets and property of the Company (present and future) including its uncalled or unissued capital 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 assets or property of the Company or not so charged or in such other way as the Directors may think expedient. Regulation 79 of Table A of Part I shall not apply to the Company.

20. The Directors may give any guarantee in relation to any stock, bonds, shares, debentures, debenture stock, bonds, obligations or securities issued by any Company or institution or charge the property, or mortgage the moveable or immovable property of the company for any other company, person, institution or corporation.

POWER AND DUTIES OF DIRECTORS

21. The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory-pension or superannuation funds or contributory pension or life assurance scheme for benefit of, and pay, provide for, or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other Officers) who are and shall have been at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company.
22. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there from, and if he should so vote, his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

RESERVE FUND

23. The Directors may before recommending any dividend set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies or for equalizing dividends or for repairing, maintaining works connected with business of the Company or any part thereof or for

any other purpose the Directors think proper and the Directors may invest the sum so set apart as a reserve fund upon such investments as they may select.

24. A General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund, or in the hands of the Company and available for dividends be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividends and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying in full either at par or at such premiums as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly on or towards payment of the uncalled liability on any issued shares or debentures or debenture stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.
25. Any General Meeting declaring a dividend may resolve that such dividends be paid wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of the Company, or paid-up shares, or debentures or debenture stock of any other company or in any one or more of such ways.
26. If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may by resolution of the company be applied to the payment in full or in part, or any new shares or any shares then remaining unissued, to be issued to such members of the Company or other person as the Directors may resolve up to an amount equal to the nominal amount of the shares so issued.
27. For the purpose of giving effect to any Resolution under three last preceding Articles the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than shillings one hundred (shs.1000/-) may be

disregarded in order to adjust the rights of all parties and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Directors. Where required a proper contract shall be delivered to the Registrar of Companies for registration in accordance with Section 54 of the Companies Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividends or capitalized fund and such appointment shall be effective.

THE SEAL

28. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors in that behalf and in the presence of at least two Directors or in the presence of One Director and Secretary.

CAPITALISATION OF PROFITS

29. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount at the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed and credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
30. Provided that a share premium account and a capital redemption reserve fund may, for the purposes of the regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
31. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any and generally shall do all acts and

things required to give effect thereto, with full power to the Directors to make such provision by the is-sue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions; and also to authorize any person to enter on behalf of all the members entitled thereto in an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

INDEMNITY OF DIRECTORS

32. No Director or other officer of the Company, acting in good faith and within the scope of his duties, or what he reasonably believes to be the scope of his duties, shall be liable for any loss, damage or misfortune whatever which may occur, whether the same be occasioned by any mistake, error, oversight or omission on his part or not.
33. Every Director and other officer of the Company shall be entitled to have reimbursed to him out of the funds of the Company all traveling and other expenses which he may from time to time incur in the discharge or attempted discharge of his duties and be indemnified by the Company against all liabilities whatsoever which he may from time to time take upon himself as agent of the Company or for its benefit or intended benefit.

WINDING-UP

34. If the Company shall be wound up, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied first in repaying to the members of the amounts paid upon or credited as paid upon the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively, provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.
35. In winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of a Special Resolution of the Company, be divided among 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 whereon there is any liability.

Names, Postal addresses, Number of Shares and Occupation of Subscribers	Number of shares taken by each Subscriber	Signature of Subscribers
1. Anthony Lucian Uisso P.O.Box 76111 DAR ES SALAAM-BUSINESS	200	<i>Aliso</i>
2. Joel Lucian Uisso P.O. BOX 76111 DAR ES SALAAM-BUSINESS	200	<i>Joel</i>

DATED THIS 3rd Day of OCTOBER 2011

WITNESS to the above signatures:

Signature: *[Signature]*

Name: EVOLD PAUL MUSHI

Postal Address: P.O. Box 2971

Qualification: ADVOCATE

EVOLD P. MUSHI
Advocate, Notary Public
Commissioner for Oaths
P.O. Box 2971



TANZANIA



Register of Companies Detailed information

Information date and time: 23/05/2019 13:54:07

Last update date and time: 07/02/2019 09:41:00

Registration date and time: 21/10/2011 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 86644
3. **Company:** MAXIMA CLEARING AND FORWARDING LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Ilala CBD, Ward Kisutu, Postal code 11104, Street ZANAKI, Road SAMORA, Plot number 43/52, Block number 1977/51, House number 20
6. **Contacts:** Email: sales@maxima.co.tz, Mob no/Tel no: 255787999921, P.O.Box 76111
7. **Business activity:** 9609 - Other personal service activities n.e.c., Main activity
5221 - Service activities incidental to land transportation, Main activity
8. **Directors / Directors in the country of origin:** AMITEL LUCIAN UISSO, Tanzania
ANTHONY LUCIAN UISSO, Tanzania
JOEL LUCIAN UISSO, Tanzania
9. **Company secretary / Company secretary in the country of origin:** JOEL LUCIAN UISSO, Tanzania
10. **Authorised share capital:** 30000000 TZS
11. **Class of shares:** Class Ordinary: 1000 shares, 30000 TZS/share, 30000000 TZS
12. **Shareholders:** JOEL LUCIAN UISSO Class Ordinary 200 shares taken
ANTHONY LUCIAN UISSO Class Ordinary 200 shares taken
AMITEL LUCIAN UISSO Class Ordinary 200 shares taken

Information ordered by: AMITEL UISSO

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Registrar of Companies