

THE COMPANIES ACT 2002

COMPANIES LIMITED BY SHARES

MEMORANDUM

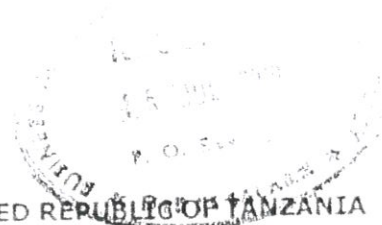
**AND
ARTICLES OF ASSOCIATION
OF**

STATEOIL TANZANIA LIMITED

Incorporated this *day of* *2008*

**DRAWN BY
NILESH A. SUCHAK
SUBSCRIBER
P.O. BOX 15950
DAR ES SALAAM**

PAID 5000
RECEIPT NO. 15000
DATE 15/07/10



FFR 15000
14/7/10

Form. 210a

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Appointment of a Director or Secretary

(Not for resignation (Use Form 210b) or change of particulars (Use Form 210c)
Pursuant to Section 210 of the Companies Act, 2002

Company Number

Company Name in full

Date of appointment

Appointment as director

Name: (First Name(s))

(Surname)

Previous name(s)

Address: (Usual residential)

Nationality:

Date of Birth
(continued on next page)

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CERTIFIED TRUE COPY OF ORIGINAL



THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

STATEOIL TANZANIA LIMITED

1. The name of the company "STATEOIL TANZANIA LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To buy, sell, import, export, manufacture, refine or otherwise deal in bulk oil, petroleum products in the country and outside the country, petrol, diesel, kerosene, industrial diesel, oil of all kinds, gas, coal, coke, fuel and general merchandise.
 - (b) To carry on business in all aspects on the retail and wholesale markets as purchaser and re-seller of all refined petroleum products including, without limitation, leaded and unleaded petrol, diesel, petrol and diesel oil or heating and otherwise) Bitumen and lubricants (for all sectors including, without limitation, agriculture, motor vehicle, marine and general industrial lubricants) and non-oil activities including (without limitation) ownership and operation of service station, shop and car washing facilities.
 - (c) To carry on the business as transporters of liquid cargo, and to own and operate bulk storage facilities for all types of petroleum products
 - (d) To carry on the business of petroleum and petroleum products, storage, distributor, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, petrol, fuel, oil of all kinds, manufacture of goods, mining of all kinds of minerals, promote oil distributors and open small oils shops, general traders, merchants suppliers of general goods, commission agents, manufacturers representatives and to buy, sell, hire, manufacture, barter trade and deal in property, spare parts and machinery of every descriptions, goods and services of general merchandise of all kinds of transact any and every manufacturing of petroleum, oil, fuel oil depots, oil extraction oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise
 - (e) To carry on of importation, sale, distribution and processing of petroleum and to deal in all forms of petroleum product, petrol and other fuel stations motor vehicle and engine oils and lubricants

- (f) To carry on the business of commissioner agents of all types of petroleum products ranging from crude/black oil to white/refined products such as gas, paraffin, petrol, kerosene, engines oils, gas-oil/diesel, oils and other lubricants, grease bitumen, petrochemical etc and petroleum by-products; by providing a business link between the producer/suppliers and the buyers/customers within the country and elsewhere in the World, thus to initiate and conclude business negotiations/deal on their behalf.
- (g) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network.
- (h) To carry on the business of service station proprietors and garage for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (i) To search for ores, minerals and hydrocarbons and to apply licenses for mining, prospecting, drilling is or over many land which maybe acquired by the company and to lease and such kinds for building or for agricultural use and to sell or otherwise dispose the lands, miner of all kinds of minerals, and or other property of the company excavate and extract and submit to any refinement process of manufacture, to prepare for market and generally deal in prospering mining, smelting and refining, deal in diamonds, gold, silver and all kinds of minerals, petrol and petroleum products.
- (j) To be general traders, suppliers, merchants, importers, exporters, stockists, wholesalers, retailers and dealers in building materials, all types of new and second hand spare parts and accessories and general to deal in all types of motor spare parts and industrial spare parts, auto service, hardware, building materials, maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, timber, fishing gears, groceries, computers, office furniture's and equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- (k) To carry on the business of general merchants, tendering, general store-keepers, universal providers, importers, exporters, wholesale and/or retail traders, dealers of sports items, electrical equipments, education suppliers and surveyor equipments, military equipments and uniform, cleaning equipments, piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles, consultants services and generally in all manufactured goods of all types and merchandise of all kinds.
- (l) To carry of the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand clothing, Mitumba, tents, textiles material, tie and dye, boutique, shoes, caps, bags, dresses of all types and description whatsoever.
- (m) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges marquees, hotel management, 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, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place, trade or business of hotel keepers, restaurant, café, food processing, nyama choma zones, road house auto-court, motel, holiday camp, cottages/tenting area, manage construction and mining camps, and manage the above on behalf of others, caravan sites, guest houses, refreshment and tea rooms, milk and snack bar, tavern, beer house to provide food and catering services to individuals private and public institutions and to industrial and business concerns, mining area and air and sea catering, caterers proprietors of places of recreation and amusement, beach resort, sport and amusement including discotheque and all businesses and trades incidental to or similar thereto or required to be or capable of being carried on in conjunction therewith;
- (n) To carry on the business of clearing 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, trucks, cabs, omnibus, 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.

- (o) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges, marquees, hotel management, 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, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
- (p) To invest, own, manage, engaged and carry out the business of selling books, stationery products, documents and publications; manufacturers and marketers of paper and paper products, newspapers, and magazines, newsletters, cardboards, envelopes and other similar products and materials.
- (q) To carry on business of travel agency; car hire and safaris tours operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
- (r) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import agricultural and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (s) To carry on the business as importers, exporters, general traders, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts,

foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods

- (t) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (u) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, hardware and other substances, materials, and things whatsoever.
- (v) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (w) To carry out the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sale promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade affairs, 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.
- (x) To engage in manufacturing of every kind of item, furniture, textiles blankets, boutiques, indulge in tailoring, knitting, sisal and coconut fibre processing, ropes, twine, carving handcrafts, to buy, sell and import the same.
- (y) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (z) To carry on the business of electrical as contractors, electrical and mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture or hire of apparatus

- (ni) 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.
- (oo) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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. The Liability of the Members is Limited.
- 5. The capital of the Company is Shillings 200,000,000/= divided into 2,000 shares of Shillings 100,000/= 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.

We, the several persons whose names addresses and description are subscription 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 capital of the capital of the Company set opposite our respective names

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. ANIL NILESH SUCHAK P.O. BOX 15950 DAR ES SALAAM	1000	<i>Suchak</i>
2. MOHAMED R. SINDA P.O. BOX 15950 DAR ES SALAAM	1000	<i>Rash</i>

Dated at Dar es Salaam this 14 day of April 2004

WITNESS to the above signatures:

NAME Andrew Pwete

SIGNATURE *[Signature]*

ADDRESS P.O. Box 62297, Dar es Salaam

QUALIFICATION ADVOCATE

THE COMPANIES ACT 12 OF 2002

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

STATEOIL TANZANIA LIMITED

PRELIMINARY

1. In these regulations:-

"The Act means" the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have 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, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and addition in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY

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

- (a) The right to transfer shares is restricted in manner hereinafter prescribed
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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

TRANSFER OF SHARES

3 The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership

4 Subject to 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 so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives 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 the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party 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 a 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, starting the number and price of such share 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 the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided 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 or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act, shall apply the following variations -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the 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.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-
 - 1. ANIL NILESH SUCHAK
 - 2. MOHAMED R. SINDA

7. The shareholding qualification 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 the Directors, be two.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.

No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if the Director,

- (a) becomes bankrupt; or
- (b) is found to be a lunatic or becomes of unsound mind, or
- (c) resigns his office by notice in writing to the Company;
- (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

6. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director

ARBRITATION

22. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act or the Cat 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 the third to be appointed by the first two or, in the event of failure to agree within (cap . 15) or any then existing statutory modifications or re-enactment thereof shall apply

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. ANIL NILESH SUCHAK P.O. BOX 15950 DAR ES SALAAM	1000	<i>Suchak</i>
2. MOHAMED R. SINDA P.O. BOX 15950 DAR ES SALAAM	1000	<i>Rmoh</i>

Dated at Dar es Salaam this 14th day of April 2008

WITNESS to the above signatures:

NAME : Andrew Tawele
 SIGNATURE : *[Signature]*
 ADDRESS : P.O. Box 62297 DED
 QUALIFICATION : ADVOCATE

COPIED FROM COPY OF THE ORIGINAL
 [Handwritten mark]

