

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES
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Amended Memorandum

of

ABZL TANZANIA LIMITED

AS PER SPECIAL RESOLUTION PASSED ON 20TH APRIL 2024

Incorporated this 27th day of JUNE 2022

Drawn by:

Afrilex Associates & Consultancy
10 Mwanga Tower, Makumbusho
P.O. Box 34694,
Dar Es Salaam, Tanzania



THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ABZL TANZANIA LIMITED

1. The **name** of the company is: **ABZL TANZANIA LIMITED**
2. The **registered office** of the Company will be situated in the United Republic of Tanzania.
3. The **objects** for which the Company is established are:
 - i. To carry on business as a general commercial company
 - a) To carry on trade or business whatsoever
 - b) The company has power to do all such things as are incidental or conducive to the carrying on of any trade or business
 - ii. To acquire, construct, own, run and manage and to carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, rest rooms, resorts, canteens, food courts, micro-breweries, shops, stores, mobile food counters, eating houses, kiosks, outlets, cafeterias, dine in facility, take away and/or delivery based services, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms, wine, beer and sprit merchants, caterers of public amusement generally and all business incidental thereto.
 - iii. To manufacture soft drinks and produce mineral waters and other bottled waters.
 - iv. To purchase, take on lease hire, erect or otherwise acquire, establish and equip act as collaborators, technicians of any other hotels, motels, holiday camps,



restaurants, canteens, cafes, pubs, bars, refreshment rooms, etc. and to train chefs, cooks, bearers and other staff for hotel industry.

- iv. To hold, maintain, develop Land and have such other rights in dealing with the said Land accordingly.
- v. To acquire by purchase exchange or otherwise, either in deemed or registered Right of Occupancy or for any larger or lesser estate or interest, whether in possession or in reversion and whether vested or contingent, any estates, farms, lands, houses, buildings, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements, buildings or premises and to grant easements, profits a render or any other rights in, over, or under the said lands and to acquire such rights in, over, or under any adjoining property.
- vi. To acquire any property, business or rights which appear to be necessary or convenient for the Company's purposes or which contribute to the Company's interests.
- vii. For the purposes of achieving the above objects, the company is authorized;
 - a) To acquire and hold land in the name of the Company or in that of any nominee, shares, stocks, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - b) To acquire any such shares, stock, debentures stock, bonds, notices, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates of otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions as may be thought fit.

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Date: 10/03 20 25

- p) To distribute in specie or otherwise as may be resolved any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the company.
- q) To promote the establishment, carrying on and development of trades and businesses of all kinds in any territories in which the Company is interested and to subsidize, grant special rights to, or otherwise assist, support, protect and encourage all persons and companies engaged or proposing to engage therein.
- r) Generally, to do such things as may appear to be incidental or conducive to the attainment of any of the above objects of the company.
- viii. To conduct business services of land Transport and Logistics.

LIABILITY

4. The liability of the members is **Limited**.

CAPITAL

5. The authorized share Capital of the Company is **Tanzania Shillings Ten Million (TZS 10,000,000/=) Only** divided into **One Thousand (1000) Ordinary shares of Tanzania Shillings Ten Thousand (TZS 10,000/=) each**, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:



Name and Address of Subscribers	Number of shares taken by the Subscriber	Signatures of Subscribers
HAPPY JOHN NG'INGO P.O. BOX 34694, DAR ES SALAAM, TANZANIA.	510 Shares	SIGNED

WITNESS to the above signature:

Full Name : **ELEANOR COLMAN NGALO**
Signature : **SIGNED**

Postal Address: P.O. BOX **34694 DSM** **(SIGNED)**
Designation : COMMISSIONER FOR OATHS
Dated at Dar Es Salaam on this **27** day of **JUNE** 2022..

ABZL INTERNATIONAL GENERAL TRADING L.L.C 598-631, PLOT NO 119-0, STREET 70, DUBAI INVESTMENT PARK FIRST, GREEN COMMUNITY, DUBAI, UNITED ARAB EMIRATES	490 Shares	SIGNED JESSE HARRY NDAMBALA DIRECTOR
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WITNESS to the above signature:

Full Name : **ELEANOR COLMAN NGALO**
Signature : **SIGNED**

Postal Address: P.O. BOX **34694 DSM** **(SIGNED)**
Designation : COMMISSIONER FOR OATHS
Dated at Dar Es Salaam on this **27** day of **JUNE** 2022



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ABZL TANZANIA LIMITED

PRELIMINARY

1. In these Regulations:

"The Act" means the Companies Act;

"The articles" Means the articles of the company;

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

"The holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"The seal" means the common seal of the company;

"Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

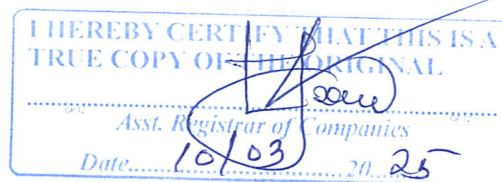
Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

3. The Company is a private company and accordingly:

(a) The right to transfer shares is restricted in the manner hereinafter prescribed.



ABZL TANZANIA LIMITED

I/weofbeinga
Member/members of the above named company hereby appointof
.....or failing himofas my/our proxy to
vote for m/us on my/your behalf at the (annual or extraordinary as the case
may be) general meeting of the company to be held on theday of
.....and at any adjournment thereof.
Signed thisday of20.....

This form is to be used* in favour of against resolution; 1/2/3 etc; unless
otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

- 78. The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 79. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the dully authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 80. Any corporation which is member of the company may by a resolution of its directors or other governing body authorize such person as it thinks fit to acts as its representative at any meeting of the Company or any class of members 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

- 81. 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

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resolution, the number of directors shall not be subject to any maximum but shall be not less than two. The first Directors of the company shall be:

- i. **ANTON CHE BIZZELL**
- ii. **ABAYOMI AKINSOLA JONES**
- iii. **JESSE HARRY NDAMBALA**

82. 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.

POWERS AND DUTIES OF DIRECTORS

83. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers 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.

84. 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 power.


85. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles and which are not specifically reserved to the directors only:

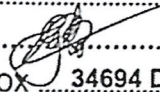
- a) to such person or committee;
- b) By such means (including by power of attorney);
- c) To such an extent;
- d) In relation to such matters or territories; and
- e) On such terms and conditions as they think fit.

86. The directors may revoke any delegation in whole or part, or alter its terms and conditions.




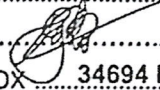
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Name and Address of Subscribers	Number of shares taken by the Subscriber	Signatures of Subscribers
HAPPY JOHN NG'INGO P.O. BOX 34694, DAR ES SALAAM, TANZANIA.	510 Shares	

WITNESS to the above signature:
 Full Name : ELEANOR COLMAN NGALO
 Signature : 
 Postal Address: P.O. BOX 34694 DSM
 Designation : COMMISSIONER FOR OATHS
 Dated at Dar Es Salaam on this 27th day of June.....2022

ELEANOR COLMAN NGALO
 ADVOCATE, NOTARY PUBLIC &
 COMMISSIONER FOR OATHS
 P.O. Box 79872,
 DAR-ES-SALAAM

ABZL INTERNATIONAL GENERAL TRADING L.L.C 598-631, PLOT NO 119-0, STREET 70, DUBAI INVESTMENT PARK FIRST, GREEN COMMUNITY, DUBAI, UNITED ARAB EMIRATES	490 Shares	 JESSE HARRY NDAMBALA DIRECTOR
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