

THE COMPANIES ACT, (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NEXCELLA DYNAMICS LIMITED

Incorporated this ..... day of ..... 2024

DRAWN BY:

Shamsi Idrissa Mustapha (Subscriber),  
P.O. Box 106051,  
DAR ES SALAAM.

THE COMPANIES ACT, (CAP. 212)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NEXCELLA DYNAMICS LIMITED

1. The name of the company shall be NEXCELLA DYNAMICS LIMITED.
2. The Registered Office of the company will be situated in the United Republic of Tanzania.
3. The object of the company for which is established shall be to carry out the transactions of any kind and all lawful business for which the companies may be incorporated in Tanzania and more specifically the Company shall have powers:-

Primary Objects

- (a) 4923 - To carry on the business of freight transport by road and services incidental to land transportation
- (b) 5210 - To carry on the business of warehouse and storage.
- (c) 5221 - To carry on the business of services activities incidental to land transportation.
- (d) 5224 - To carry on the business of cargo handling.
- (e) 6810 - To carry on the business of real estate activities with own or leased property.
- (f) 6820 - To carry on the business of real estate activities on a fee or contract basis.
- (g) 7020 - To carry on the business of management consultancy activities.
- (h) 8219 - To carry on the business of photocopying, document preparation and other specialized office support activities.
- (i) 7710 -To carry on the business of renting and leasing of motor vehicles.
- (j) 7730 - To carry on the business of renting and leasing of other machinery, equipment and tangible goods.
- (k) 4721 - To carry on the business of retail sale of food in specialized stores.
- (l) 4722 - To carry on the business of retail sale of beverages in specialized store.

- (m) 4510 - To carry on the business of sale of motor vehicles.
- (n) 4520 - To carry on the business of maintenance and repair of motor vehicles.
- (o) 4530 - To carry on the business of sale of motor vehicle parts and accessories.
- (p) 4620 - To carry on the business of wholesale of agricultural materials, fertilizers and live animals.
- (q) 4653 - To carry on the business of wholesale of agricultural machinery, equipment and supplies.
- (r) 4663 - To carry on the business of wholesale of construction materials, hardware, plumbing and heating equipment and supplies.
- (s) 4641 - To carry on the business of whole sale of textiles, clothing and footwear.
- (t) 1071 - To carry on the business of manufacture of bakery products.

#### Ancillary Objects

- (u) To open and operate banking accounts and make, draw, accept, endorse, discount, negotiate, execute, issue, buy, sell, and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- (v) To receive money on deposit or loan and borrow or raise or secure the payment of money in such a manner as the directors of the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures or debenture stock (perpetual or otherwise) or legal and equitable mortgages or charges charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
- (w) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the company's objects or any of them, and to obtain from any such government, authority, corporation, Company or unions any charters, contracts, decrees, rights, privileges and concessions.
- (x) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company or contracts by any persons, firms or companies.
- (y) To pay all costs and expenses of and incidental to the formation and registration of the Company or any Company promoted by the Company or any Company in which the Company is or contemplates being interested including all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (z) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing and placing any of the shares in the

Company's capital or any debenture stock or other securities of the Company, or in or about the formation, promotion of the Company or the conduct of its business.

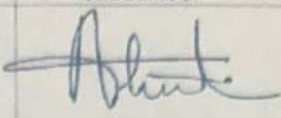

- (aa) To appropriate any part of the property of the company for the purpose or and to build or let shops, offices, and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- (bb) To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to carry and transport from time to time as may be considered expedient any of the company's investments for the time being.
- (cc) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- (dd) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent rights, brevets invention, trademarks, designs, licenses, consensus, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquire, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- (ee) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collateral or further to secure any securities of the company by a trust deed or other assurance.
- (ff) To buy, sell, or otherwise dispose off, and to deal in any real or personal property and any stock, funds, shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- (gg) To enter into partnership, or into any arrangements for sharing profits, union of interests, or cooperation with any person, partnership or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take, otherwise acquire and hold stock or shares in such company;

- (hh) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, works, plant and machinery and other things found to be necessary or convenient for the purposes of the company.
- (ii) To sell, improve, manage, develop, turn to account, exchange, let on rent, share of profits or otherwise grant licenses, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the company or any part thereof, or all or any of the property for the time being of the company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise.
- (jj) To draw, accept, make, endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (kk) To acquire from any sovereign state or authority supreme, local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- (ll) To capitalize if and when deemed advisable the whole or part of the undivided profits of the company and/or monies standing to the credit of the company's reserve funds and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the company or others.

4. The liability of the Members is Limited.

5. The authorized share capital of the company is Tanzania Shillings Five Hundred Million Only (500,000,000/=) divided into Fifty Thousand (50,000) ordinary shares of Tanzania Shillings Ten Thousand (10,000/=) each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the provisions of the Act and Articles of Association registered herewith.

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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, Address and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
SHAMSI IDRISSE MUSTAPHA P.O BOX 106051, DAR ES SALAAM	20,000	
KEVIN WACHIYE KEYA Apple Tree Park, Muthama Road Syokimau P.O BOX 27019 00100, NAIROBI, KENYA	5,000	

Dated this 22<sup>nd</sup> day of MARCH 2024

WITNESS to the above signatures:

Name: IBRAHIM SHINENI

Signature: 

Postal Address: Dar es Salaam

Title: Advocate



THE COMPANIES ACT (CAP.212)  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
NEXCELLA DYNAMICS LIMITED

PRELIMINARY

1. The Regulation contained in Table A in the First Schedule to the Companies Act (Cap. 212) shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column.

WORDS

MEANINGS

The Act	The Companies Act, CAP 212
The Articles	The Articles of Association as now framed or as from time to time altered by Special Resolution.
The Auditors:	The duly appointed Auditors of the Company from time to time by the members of the company.
The Board	The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.
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 company	The above named Company
The Dividend	Any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member's equity interest in the Company and shall include bonus.
The holder	In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares
Member:	Registered Shareholder in the Company

The Office	The Registered office for the time being of the company
The Seal	The Common Seal of the Company
The Secretary	The Secretary of the Company or any person appointed to perform the duties of the Company Secretary.
Month	Calendar month
Proxy	Shall include an Attorney dully constituted under a Power of Attorney
Writing	Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.
Words denoting Single	Shall include plural
The masculine gender	Shall include the female gender
Persons	Shall include Corporations, Companies, Partnerships, Cooperatives Societies and other Legal or Statutory entities.

Expression 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.

#### PRIVATE COMPANY

3. The Company is a private Company and accordingly:

- a) The right to transfer shares is restricted in a manner hereafter prescribed.
- b) The members of the company (exclusive of persons who are in the employment of the company 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 Articles be treated as a single member.
- c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

4. The initial share capital of the company is Tanzania Shillings Five Hundred Million (500,000,000/=) only divided into Fifty Thousand (50,000) ordinary shares of Tanzania Shillings Ten Thousand (10,000/=) each.

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company shall not give, directly or indirectly (and whether by means of a loan, guarantee, the provision of security or otherwise) any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its subsidiary Company, and the Company shall not make a loan for any purpose whatsoever on the security of its shares or those of its subsidiary Company.
6. Subject to the provisions of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the opinion of the Company are liable to be, redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
7. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant option over, or otherwise dispose them to such person or such persons on such terms and conditions, and at such times as they think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.
8. The Company may exercise the powers of paying commissions conferred by provisions of the Act: Provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said sanction and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

#### CERTIFICATES

9. Every person whose name is entered, as a member in the register shall, without payment, be entitled to receive within two months after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.
10. If any such certificate shall be worn out defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require, and in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the company all expenses incidental to the investigation by the company of such destruction or loss and to such indemnity.

#### PROHIBITION OF DEALING IN COMPANY'S SHARES

11. The Company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person

or for any shares in the Company or in its subsidiary company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the provision of the Act.

#### LIEN

12. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
13. The Directors may sell, in such manner as the Directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating a demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by a reason of his death or bankruptcy.
14. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if and shall subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

#### CALL ON SHARES

16. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for payment of the past preceding call and each member shall (subject to receiving at least fourteen day's notice specifying the time or times and place of payment) pay to the Company at the time or times and places so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
20. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Director may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.
22. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in General Meeting shall otherwise direct) 5 per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.
23. No members shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all the calls for the time being due and payable on every share held by him. Whether alone or jointly with any other person together with interest and expenses thereon (if any).

#### TRANSFER OF SHARES

24. All transfers of shares may be effected by transfer in writing in usual common form under hand only.
25. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
26. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the Company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit hereinbefore prescribed. Acceptance or refusal to register a transfer will be by simple majority of the Directors save for the veto powers hereby being conferred to any of the first directors of the Company. Provided that the power of veto cannot be exercised in the case of transmission of shares.
27. The Directors may refuse to register any transfer of a share where the company has a lien on the share.
28. If the Directors refuse to register a transfer 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. Where such refusal has been exercised, the shares will be valued by a

competent auditor chosen by the Directors and the shares bought by the first directors 'pari passu'.

29. The Directors may decline to recognize any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

#### TRANSMISSION OF SHARES

30. Save as in otherwise herein provided no share shall be transferred to any person who is not a founder member of the company so long as any founder member of the company is willing to purchase the same at a fair value which shall be determined by the Auditors of the Company and when an occasion for such a transfer arises the determination of the Auditors shall be accepted by all parties as a fair value.
31. In case of the death or bankruptcy of a shareholder the survivors or survivor where the deceased was a joint holder or the liquidator in case of bankruptcy, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
32. Subject to any provision of the Articles, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.
33. Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to register him, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.
34. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or, save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

#### FORFEITURE OF SHARES

35. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may forfeit at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the company by reason of such non-payment.

36. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
38. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
39. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the shares, or the person entitled to be holder of the shares, by transmission, as the case maybe, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
40. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the term of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.
41. Every share which shall be forfeited shall thereupon become the property of the company, and may be either cancelled or sold, or reallocated or otherwise disposed of either to the person who was before forfeiture the holder thereof, or entitled thereto, to any other person, upon such terms and in such manner as the Board shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.
42. A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, with interest thereon at such rate as the Directors may determine, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.
43. A statutory declaration in writing that the declarant is a Director of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any share which, by the time of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### INCREASE OF CAPITAL

45. The company may from time to time by ordinary resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe. The existing members shall have the first option to subscribe into any increase in the capital of the company.
46. The company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as shall think fit.
47. Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

#### ALTERATION OF CAPITAL

48. The Company may by Ordinary Resolution:
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
  - (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act;
  - (c) Cancel any shares, which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.
  - (d) Issue any preference, cumulative or redeemable shares.
49. The Company may by special Resolution reduce its share capital and any capital redemption fund in any manner and subject to any incident authorised and obtaining consent required by the law.

#### BORROWING POWERS

50. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital 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 of any third party.

## GENERAL MEETINGS

51. Subject to the provision of the Act, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Ordinary General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings".
52. The Board of 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 requisitions and in such manner as provided for by the law.
53. If at any time there are not within 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.

## NOTICE OF GENERAL MEETINGS

54. Every general Meeting shall be called by twenty one days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the nature of any special business that is to be transacted, 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 notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the Members entitled to vote thereat
55. Every notice calling a general meeting of the Company shall contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the company.

## PROCEEDINGS AT GENERAL MEETINGS

56. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an ordinary general meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts, balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
57. 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 third of the members personally present shall be a quorum. For the purpose of this Article a corporation, being a member, shall be deemed to be personally present if represented by proxy.
58. Declaration or result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is 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 not carried by a particular majority, or lost, and an entry to that effect in the 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.

59. 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 is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
61. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of meeting directs, not being more than fourteen days from the date of the meeting.
62. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

63. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
64. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
66. On a poll votes may be given either personally or by proxy.
67. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
68. Any corporation which is a member of the company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, or at any meeting of any class of members of the company,

and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the company.

69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default, the instrument of proxy shall not be treated as valid.
70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power.
71. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

#### DIRECTORS

72. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and the first subscriber to this Articles of the Association shall constitute the first Directors of the Company.

- a) SHAMSI IDRISSA MUSTAPHA
- b) KEVIN WACHIYE KEYA

73. There shall be no share qualification for a Director.
74. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
75. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee meetings or General Meetings.
76. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum of percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

#### POWERS OF DIRECTORS

77. The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of

these Articles, to the provisions of the Statutes, and to such regulations, as may be prescribed by Extraordinary Resolution of the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

78. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligation or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed and any Directors of the company may retain any remuneration so payable to them.
79. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.
80. The Directors shall cause minutes to be made in books provided for the purpose of: -
- (a) all appointments of officers made by the Directors;
  - (b) all the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
  - (c) All resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.
81. The Director on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

#### DISQUALIFICATION OF DIRECTORS

82. The office of a Director shall ipso-facto be vacated: -
- (a) If he be found lunatic or becomes of unsound mind;

- (b) If he becomes bankrupt or compounds with his creditors;
- (c) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
- (d) If, by Extraordinary Resolution, he be removed from office;
- (e) if he shall pursuant to the Statutes be prohibited from acting as a Director;
- (f) becomes prohibited from being a Director by reasons of any order made under the provision of the law; or
- (g) If, by notice in writing to the Company, he resigns his office.

#### ALTERNATE DIRECTORS

83. Any Director who is unable for any reason whatsoever to carry out his duties as a Director may with the approval of the Directors, appoint any person as his alternate to act for him. Such alternate shall in all respects be bound by the rules and regulations affecting the Directors in the same manner as the Director for whom he acts is bound.

#### PROCEEDINGS OF DIRECTORS

84. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Secretary may at any time summon a meeting of the Board.
85. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed be not less than two third of the members. The Board will have its meeting four times annually, but they have full mandate to hold an extraordinary meeting at any time.
86. The Board will appoint the General Manager and such number off persons as it may think fit to assist such person in the efficient, effective and economic administration and management of the day to day affairs of the Company.
87. The Board may entrust to and confer upon the Managing Director any of the powers exercisable by them upon such terms and condition and with such restrictions as they may think fit and whether collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
88. The Board may from time to time appoint the Managing Director or Managers of the business of the company for such terms and on such remuneration (whether by way of salary or commission or participation in profits or partly in one and partly in another) as they may think fit, and may remove and discharge any such person and appoint a substitute. The Board shall take such security, if any, for the conduct and satisfactory discharge of the duties of any such General Manager as they shall, in their discretion, think sufficient.

89. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may 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.
90. The Board may delegate any of its powers, other than its power to borrow and make calls, to committees, consisting of such member or members of its body as it thinks fit, and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Board subject to the approval of the general meeting may make regulations for smooth running of the company.
91. All acts done by any meeting of the Board or a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, in that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
92. A resolution in writing, signed by all the Directors for the time being shall be so effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors. The Directors shall in the like manner have powers to pass circular resolutions.
93. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors, with a simple majority. All regulations guiding a general meeting will apply to the Board *mutatis mutandis*.

#### DIVIDENDS

94. The profits of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The company in general meeting may declare dividends accordingly.
95. No dividend shall be payable except out of the profits of the company or in excess of the amount recommended by the Board. The Board will evolve a dividend policy to ensure that a dividend is paid once a year.
96. Where any asset, business or property is bought by the company as from a past date (whether such date be before or after the incorporation of the company) upon the terms and the company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any shares or securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated, as revenue and it shall not be obligatory to capitalise the same or any part thereof.

97. All dividends shall be declared and paid according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
98. The Directors may deduct from any dividend or bonus payable to any member all sums of money, if any presently payable by him to the company on account of calls or otherwise.
99. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.

#### CAPITALIZATION OF PROFITS AND RESERVES

100. Subject to all necessary sanctions and consents, if any, being obtained, the company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled to receive the same such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued shares, debentures or securities of the company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly one way or partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of un issued shares to be issued to members of the company as fully paid bonus shares.
101. Whenever such resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issued of fully paid shares, debentures or securities, 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 issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also where necessary to deliver a proper contract for registration as required by the Act to authorise any person to enter on behalf of all members interested into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.
102. A General Meeting may resolve that any surplus money arising from the accretion of any capital assets of the company, or any investment representing the same, or any other undistributed profits of the company not subject to charge for income tax, be distributed among the members upon the footing of the value so fixed in order to adjust the rights of the members so that they receive the same as capital.

## ACCOUNTS

103. The Directors shall cause proper books of accounts to be kept with respect to:
- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - b. all sales and purchases of goods by the Company; and
  - c. the assets and liabilities of the Company.
104. The books of account shall, be kept at the registered office or (subject to the provisions of the Statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
105. A copy of every balance sheet including every document required by law to be annexed there to which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall in not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

## THE SEAL

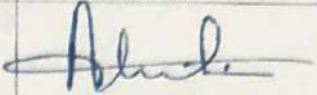

106. The seal shall be affixed to the documents or instruments in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

## AUDIT

107. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
108. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divided amongst the members in specie or kind the whole or any part of the assets of the company and may for such purposes set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

## INDEMNITY

109. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes, the Directors, Auditors and Secretary and other officers for the time being acting for the company and the trustees, if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business or in the discharge of his duties.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
SHAMSI IDRISSE MUSTAPHA P.O BOX 106051, DAR ES SALAAM	20,000	
KEVIN WACHIYE KEYA Apple Tree Park, Muthama Road Syokimau P.O BOX 27019 00100, NAIROBI, KENYA	5,000	

Dated this 22<sup>nd</sup> day of MARCH 2024.

WITNESS to the above signatures:

Name: IBRAHIM SHINENI

Signature: 

Postal Address: 13701 Dar es Salaam

Title: Advocate

