

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LUBANZA TRADING COMPANY LIMITED

Incorporated this.....day of.....2016

DRAWN BY:
AYOUB ATHUMAN LUBANZA
(SUBSCRIBER)
P.O.BOX 13275
DAR ES SALAAM
TANZANIA



TANZANIA
Stamp Duty Shs. 2500/-
PAID IN ORIGINAL
Receipt No. 66802 of 28/6/16

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LUBANZA TRADING COMPANY LIMITED.

TANZANIA
Stamp Duty Shs. 2500/- Paid
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Asst. Registrar of Companies

- 1) The name of the Company "LUBANZA TRADING COMPANY LIMITED"
- 2) The Registered office of the Company will be situated in Tanzania
- 3) The objectives for which the Company is established are:-
 - 3.1 To acquire and take over the business now carried under the name and style of LUBANZA TRADING COMPANY together with all its assets and liabilities and to carry on the business as a general commercial company
 - 3.2 To carry on the business of selling home appliances.
 - 3.3 To carry on the business of supplying, Preventive maintaining, replacing and repairing refrigerators and related objects.
 - 3.4 To act as a subsidiary of foreign companies in supplying, Preventive maintaining, replacing and repairing refrigerators and related objects
 - 3.5 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.6 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - 3.7 To establish competition in respect of contributions or information suitable for insertion in any publication of the Company or otherwise for any of the purpose of die Company, and to offer and grant prizes, rewards and premiums of such character and :n such terms as may seem expedient.
 - 3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

Certified as True Copy of the Original
Zainab S Ntarambo
Advocate, Notary Public & Commissioner
for Oaths
Sign: [Signature]
Date: 07/10/25

- 3.25 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the company is authorized to carry on, or possessed of any property or assets suitable for the purpose of the company;
 - 3.26 To pay for any property or assets acquired by the company either in cash or fully or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined;
 - 3.27 To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, and dividends, interest or premium on, any stock, shares and security of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities, and to make and receive subvention payments;
 - 3.28 To open and operate banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments.
 - 3.29 To borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue or debentures or debenture stock, perpetual or otherwise, or in such other manner as the company's property of assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance;
 - 3.30 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;
4. The liability of the members is limited.
 5. The authorized share capital of the company at the date of registration of this Memorandum of Association is **Tanzania Shillings ten Million (TZS 10,000,000/=)** divided into **Ten (10)** shares of **Tanzania Shillings One Million (TZS 1,000,000/=)** 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 Articles or Association registered herewith.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
AYOUB ATHUMAN LUBANZA P.O.BOX 13275 DAR ES SALAAM	4	<i>Athuman</i>
SHANNY MWAKITOSI LUBANZA P.O.BOX 13275 DAR ES SALAAM	3	<i>[Signature]</i>
HUD HASHIM MWAKITOSI P.O.BOX 13275 DAR ES SALAAM	3	<i>[Signature]</i>

Dated at DSM this 23rd day of JUNE 2016

Witness to the above signature:

Name

ALPHONCE D. BWIRE

Signature

[Signature]

Address

11340 DSM

Qualification

ADVOCATE



TANZANIA
Stamp Duty Shs. 5000/-
PAID FOR ORIGINAL
Receipt No. 66602 of 23/6/16
Stamp Duty Officer

THE COMPANIES ACT
(2002)

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association
Of

Lubanza Trading Company Limited

TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 66602 of 23/6/16
Ass. Registrar of Companies

Table "A" Not to Apply

1. The regulations in Table "A" in the First Schedule to the Companies ACT (2002) shall not apply to the Company.
2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS MEANINGS

The ACT The Companies ACT (2002), and every other enactment for the time being in force concerning companies and affecting the Company.

These presents These Articles of Association, as now framed, or as from time to time altered by Special Resolution.

Office The Registered Office of the Company.

Seal The Common Seal of the Company.

Month Calendar month.

Year Calendar year.

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

Dividend Dividend and/or bonus.

The expressions "Debenture" and "Debenture holder" shall include



"**Debenture Stock**" and "**Debenture Stockholder**", and the expression "**Secretary**" shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid any words or expressions defined in the ACT shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing males shall include females.

3. The Company is a private company and accordingly:-

Private Company

- (a) the right to transfer shares is restricted in manner hereinafter prescribed.
- (b) the members of the company (exclusive of persons who are in the employment of the Company) is limited to fifty, PROVIDED THAT, where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single member;
- (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

4. The Share Capital of the Company at the date of registration of these Articles is **Tanzania Shillings Ten Million (TZS 10,000,000/=)** divided into **Ten (10) shares of Tanzania Shillings One Million (TZS 1,000,000/=)** each.

Share Capital

LOANS BY THE COMPANY




5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except as authorized by the ACT, give any financial assistance for the purpose of or in connection with any purchase of share in the Company.

Company's own shares not to be purchased

INDEMNITY


124. Subject to the provisions of the ACT every Director, Managing Agent, Auditor, Manager, Secretary or officer or Servant of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Indemnity of Directors and officers or servants

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
AYOUB ATHUMAN LUBANZA P.O.BOX 13275 DAR ES SALAAM	4	
SHANNY MWAKITOSI LUBANZA P.O.BOX 13275 DAR ES SALAAM	3	
HUD HASHIM MWAKITOSI P.O.BOX 13275 DAR ES SALAAM	3	

Dated at DSM this 23rd day of JUNE 2016

Witness to the above signature:

Name : ALPHONCE D. BWIRE
 Signature : 
 Address : 11340 DSM
 Qualification : ADVOCATE

