

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CHITA GOLD LIMITED

DRAWN BY:

FELIX ZUBERI MPWAGE (Subscriber)

P.O.BOX 10396,

ARUSHA

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHITA GOLD LIMITED

1. The name of the company is **CHITA GOLD 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:
 - a. To engage in and or otherwise carry on the business of Gold Processing, Gold Mining, Dealers in and/or buy, export and/or general deal in Gold and gemstones merchants, jewelers and/or all or any kinds of gemstones precious and semi-precious stones, gold, silver and precious metals of whatsoever kind or description.
 - b. To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds or other precious stones and any interest herein, and to explore mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
 - c. To establish and carry on the business Gold Mining Chemicals, Gold Mining Explosives, Gold Mining Machinery and Mining Safety Gears
 - d. To carry on the business of petroleum and petroleum products, storage, distributors, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, patent, 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 m 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 the business of imports and exports of all general merchandise oil petrol and other fuel and accessories, spare parts, hardware, building materials, deal as dry cleaners, agricultural equipment industrial products, input technical, software, hardware, export fish and fish industrial products, gemstone and all natural resources including mining of all minerals.
- f. To carry on the business of commissioner agents of all types of petroleum products ranging from crude/black oil to white/refine 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/customer within the country and elsewhere in the world, thus to initiate and conclude business negotiations deal on their behalf.
- g. To carry on business of as general suppliers and sales of various products, such as heavy machinery and equipment, spare parts, vehicles of every kind, imports of chemical and pharmaceuticals, agro-chemicals, estate management agricultural products and equipment all types of new and second hand motor vehicles, motor cycles, scooters, tractors, trailers, agricultural and industrial machinery and equipment.
- h. To carry on business of as general suppliers and sales of various products, such as heavy machinery and equipment, spare parts, vehicles of every kind, imports of chemical and pharmaceuticals, agro-chemicals, estate management agricultural products and equipment all types of new and second hand motor vehicles, motor cycles, scooters, tractors, trailers, agricultural and industrial machinery and equipment.
- i. To carry on all or any of the business of transport, carriage and haulage contractors owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repairs, service and deal withand in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- j. To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials 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, timber, fishing gears, groceries, computers, office equipment, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- k. To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail water or air and to establish, acquire, maintain and operate transport service or every description both public and private and all services ancillary.
- l. To carry on the business of computer networks, sales of computers, consultancy, computer training, diploma, games on computer, graphic, design; internet cafe computer programming, websites, database, telecommunication equipment, telephones, cellular phones, TV transmission equipment etc. transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment and agricultural and diary equipment and all types of computer networks and related networks activities.
- m. To carry any other trade or business whatsoever which can in the opinion of the board of directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- n. To act as executors and trustees or wills and settlements made by customers and other and undertake and execute trusts of all kinds.
- o. To do all or any of the things in any part of the world and either as principal agents, trustees, contractors or otherwise and either alone or in conjunction with others and either or through agents, subcontractors, trustees and otherwise.
- p. To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part otherwise.
- q. To accept for safe custody and keep for customers of the Company all kinds of securities valuables and things.
- r. To borrow or raise money in such manner as the Company shall think fit, and in particulars by the issue of debentures and/or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage charge, and/or lien 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 and/or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

- s. To advance money to shareholders in the company, and others to the purpose of enabling the person borrowing or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- t. To invest and deal with the moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- u. To distribute among the members in pieces any property of the company or any
- v. To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- w. 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.
- x. To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

LIABILITY

- 4. The liability of the members is Limited.

CAPITAL

- 4. The share capital of the Company is Tanzania Shillings **Three** Hundred Million (TShs 300,000,000/=) divided into One Thousand (1,000) shares of Tanzania Shillings **Three Hundred Thousand (TShs 300,000.00) 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:

Names, Postal Addresses and Occupations of Subscription	Number of shares taken by each Subscriber	Signatures of Subscribers
Leszek Ryszard Maszke(Businessman), Ul.Splawikowa 685-435 Bydgoszcz,Poland +255742117066	330	<i>L. Maszke</i>
Andrzej Jerzy Drzewiecki(Businessman), Ul. Sielanka 3,85-073 Bydgoszcz,Poland +48601696979	300	<i>Andrzej Drzewiecki</i>
Slawomir Marek Michorzewski(Businessman), Ul.Chodkiewicza25/5,85-656 Bydgoszcz,Poland +255741655300	330	<i>Slawomir Michorzewski</i>
Felix Zuberi Mpwage(Businessman), Sakina Raskazone near 2000 Motel, P.o.Box 10396, Arusha-Tanzania +255756095834	40	<i>Felix Mpwage</i>

Dated at Arusha this 18th day of November 2024

WITNESS to the above signatures

Name: TERESIA F. MUTAJUKA

Signature: T. F. L.

Postal Address: P.O. Box 13424, ARUSHA

Qualification: ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHITA GOLD LIMITED

PRELIMINARY

1. In these article:-

“the Act” means the company Act;

“the articles” means the article 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 when is deemed to be given and the day for which it is given or on which it is to take effect;

“Secretary” shall mean any personal appointed to perform the duties of Secretary of the Company;

Expression referring into writing, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modal of representing or reproducing wards in a visible form.

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

2. The company shall be a private company, may establish branches outside of Tanzania and open bank accounts.

SHARE CAPITAL

- 3 4. The share capital of the Company is Tanzania Shillings **Three** Hundred Million (TShs 300,000,000/=) divided into One Thousand (1,000) shares of Tanzania Shillings **Three** Hundred Thousand (Tshs 300,000.) Olution, increase its share capital by issuing new shares of such value as specified in the resolution.
- 4 Shareholders shall pay the contribution for shares within **two years** from the company's establishment date without a call.

ALLOTMENT OF SHARES

- 5 Subject to the provisions of these Articles, the shares in the capital of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, for such consideration, on such terms and conditions and at such times as it may determine provided that no shares shall be issued at a discount except in accordance with the Act.
- 6 Unless otherwise determined by Special Resolution and except in the case of the issue of shares pursuant to any rights previously conferred in accordance with these Articles, whenever the Board proposes to issue any shares it shall offer them in the first instance to Members (other than preference shareholders not specifically entitled to them under the terms of issue of their preference shall) in proportion as nearly as may be to the number or existing shares held by them such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time (not less than twenty one days) within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time (if the offer is not accepted) or on the earlier receipt of an intimation from the Member to whom the offer is made that he declines to accept the shares offered, the

Board may allot or otherwise dispose of those shares to such persons and upon such terms as may be decided by it. The Board may likewise so dispose of any shares offered which reason of the ration which the number of existing issued shares, cannot in the opinion of the Board be conveniently offered under this Article.

- 7 **Subject to the provisions of the Act, any preference shares may, with the consent of a special resolution, be issued on terms that they are redeemable at the option of the Company or, at the request of the Company, may be redeemed in a manner specified by a special resolution of the general meeting of shareholders.**

CALLS ON SHARES

- 8 The Board may from time to time call upon members to pay any unpaid amounts on their shares, and each member (after receiving at least fourteen days' notice specifying the time and place of payment) shall pay to the Company, at the specified time and place, the amount called on their shares. A call may be revoked or postponed at the discretion of the Board. **All calls must be in written form and sent to the shareholders' email addresses provided in the company agreement.**

TRANSFER OF SHARES

- 9 (a) Subject to the provisions of Article 10 no share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (b) Every Member who desires to transfer any shares ("the Vendor") shall give to the Company notice in writing of that desire ("transfer notice"). A transfer notice shall specify the proposed price for the shares comprised in the notice ("the Shares") and may, at the option of the Vendor, include the condition that, unless all the Shares are sold pursuant to the provisions of this Article, none shall be sold. If the Vendor holds more than one class of shares, he shall specify in the transfer notice the number of each class of shares which he desires to transfer and the price proposed for each class of shares.
- (c) **The notice of transfer authorizes the Company to act as the agent of the Seller in the sale of the Shares to members other than the Seller, at a price approved by the general meeting of shareholders as specified in the notice or, if not approved, at a**

price that the Company's auditor deems to be the fair value of the Shares between a willing seller and a willing buyer.

- (d) Within thirty days of the delivery of the notice of transfer, the Board shall approve the proposed price for the Shares and notify each member in accordance with point (f) or instruct the auditor to estimate the fair value of the Shares.**
- (e) Within seven days of the expiry of the period fixed to receipt of applications for the Shares, the Board shall allocate the Shares (or, unless the transfer notice contains a condition to the contrary, so many of them as may be applied for) to or amongst the applicants and, in case of competition, pro rata (as nearly as possible) to the number of shares in the Company of which they are registered or unconditionally entitled in the Company of which they are registered or unconditionally entitled to be registered as holders; Provided that no applicant shall be allocated more than the maximum number of shares specified in his application. Within seven days of the allocation, the company shall give notice of the allocations the ("allocation notice") to the Vendor and the applicant Members specifying the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.
- (f) The Vendor shall be bound to transfer the shares comprised in an allocation notice as specified in the notice and, if he shall fail to do so, the Chairman of the Company or some other person appointed by the Board shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, transfers of the Shares to the purchaser against payment of the price to the Company. The company shall forthwith pay the price into a separate bank account in the company's name and shall hold the price in trust for the Vendor.
- (g) If any purchaser fails to complete the purchase of any shares as specified in an allocation notice, he shall be deemed to have forfeited his right to those shares which shall then be reallocated by the Board to the applicant (other than any defaulting purchaser) in accordance with paragraph (g). If, in any such case, the transfer notice was subject to the condition that all the Shares be sold, completion of the sale of all the shares shall be deferred until such time as may be specified in the notice of re-allocation.
- (h) During the six months following the expiry of the period of twenty-one days referred to in paragraph (f), the Vendor shall, subject nevertheless to the provisions of Article 11, be at liberty to transfer to any person and at any price (not being less than the price fixed under this Article), any share not allocated by the Board in an allocation notice provided that, if the Vendor stipulated in his transfer notice that, unless all the shares were sold pursuant to this Article none should be sold, the Vendor shall not be entitled, save with

the written consent of all the other Members of the company, to sell only some of the Shares.

- (i) Shareholders have the right of first refusal to purchase shares. This provision does not apply to shareholders' family members, to whom shareholders may sell shares without the consent of the general meeting of shareholders.
 - (j) Company shares cannot be subject to any pledge or bank guarantees.
 - (k) Directors do not have the right to dispose of shareholders' shares.
 - (l) The sale of company shares must take place at a notary's office. Shareholders may sell shares personally or through an attorney with notarial authorization to sell shares.
 - (m) In the event of a member's death, the only persons recognized by the company as having any right to the member's shares shall be the deceased member's heirs. However, nothing in this provision releases the deceased member's estate from any liability associated with shares jointly owned.
 - (n) A person who acquires the right to shares as a result of a death may, upon presenting appropriate evidence required by the directors and subject to further provisions, choose to be registered as the shareholder or transfer their rights to another person.
 - (o) Time shall be of the essence for all purposes of this Article.
9. The rights of pre-emption conferred in Article 9 shall not apply to:-
- (a) any transfer approved in writing by all the Members;
 - (b) any transfer by a Member to the spouse, child or remoter issue, brother, sister or parent of the Member;
 - (c) any transfer by the personal representative of a deceased Member to the widow, widower, child or remoter issue, brother, sister or parent of that deceased Member;
 - (d) any transfer by the trustees executors or administrators of a deceased Member to new trustees, executors or administrators upon any change thereof;
 - (e) any transfer by a corporate Member to an associated company (that is to say the holding company or any subsidiary of such corporate Member and any other subsidiary of such holding company); or

- (f) any transfer by a corporate Member to a company formed to acquire the whole or substantial part of the undertaking and assets of such corporate Member as part of a scheme or amalgamation or reconstruction.
10. The Board may refuse to register any transfer of any share;-
- (a) on which the company has a lien;
 - (b) to a person of whom they do not approve;
 - (c) the registration of which would cause the number of Members to exceed the maximum number permitted by the Act;
 - (d) unless a fee of such amount, as the Board may, from time to time, prescribe, is paid to the Company in respect thereof;
 - (e) unless the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (f) unless the instrument of transfer is in respect of only one class of shares

PROCEEDINGS AT GENERAL MEETINGS

11. Every general meeting shall be convened by notices sent via email at least twenty-one days before the scheduled meeting date. The notice shall specify the time, place, and general nature of the matters to be considered, and in the case of an annual meeting, it should state that it is an annual meeting. The meeting may be convened on shorter notice if agreed upon by (a) all members entitled to attend and vote at an annual meeting or (b) a numerical majority of members entitled to attend and vote at any other meeting, where such majority represents at least 90% of the nominal value of shares conferring such rights.
12. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as otherwise provided by these Articles, two Members present in person or by proxy or by attorney or, in the case of a corporation, represented in accordance with Article 19 shall be a quorum, provided that one Member holding the proxy of one or more other Members or one person holding the proxies of two or more Members shall not constitute a quorum.

13. In the event of an inability to attend the general meeting of shareholders in person, participation by a person with a notarized authorization to represent the shareholder at the general meeting or the shareholder's online attendance at the meeting is permitted, provided that the meeting must be recorded.
14. At any General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chairman of the Meeting or by any Member present in person or by proxy or, in the case of a corporation, represented in accordance with Article 19. Unless a poll is so demanded, a declaration by the chairman at the Meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
15. A resolution in writing, signed by all the members for the time being entitled to receive notice of a general meeting shall be as valid and effectual as if it has been passed at a general meeting duly convened and held. Any resolution of the Members (or their duly authorized representatives).
16. All decisions made by the general meeting of shareholders require the presence of 90% of the capital.

VOTES OF MEMBERS

17. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held on a show of hands every Member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative appointed in accordance with Article 20 shall have one vote. On a poll every Member shall have one vote for each share of which he is the holder.
18. No Member shall be entitled to be present at any General Meeting or to vote on any question, either personally or by proxy, at any General Meeting or on a poll or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.
- 16 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place in Tanzania as may be specified for that purpose in the notice convening the Meeting not less than twenty-four hours before

the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or, in the case of a poll, the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 17 Any corporation which is a Member of the Company may by resolution of its Directors or other governing body or by notification in writing under the hand of some officer of such corporation duly authorized in that behalf authorize such persons as it thinks fit to act as its representative at any Meeting of the Company or of the holders of any class of shares 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

- 18 The number of Directors shall be not less than two and unless and until otherwise determined by the Company in General Meeting, shall not exceed seven. The first Directors shall be two namely;

1. **LESZEK MASZKE RYSZARD**

2. **SLAWOMIR MAREK MICHORZEWSKI**

- 19 The remuneration of the directors shall from time to time be determined by the Company in general meeting. The directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
- 20 The directors may exercise all powers of the company to borrow money, pledge, or charge company assets and uncalled capital, in whole or in part, and to issue bonds, securities, or other guarantees, whether directly or as security for any debt, obligation, or liability of the company or a third party up to an amount of one hundred thousand euros without the approval of the general meeting of shareholders. Obligations and purchases exceeding this amount require the convening of an extraordinary general meeting of shareholders.
- 21 Directors' remuneration shall be determined by an ordinary resolution of the company, and unless the resolution provides otherwise, this remuneration shall be calculated on a monthly basis. Directors may also be reimbursed for travel, accommodation, and other expenses

incurred in attending board meetings, committee meetings, general meetings, or other shareholder meetings.

- 22 Directors may regulate their meetings at their discretion. Questions arising at a meeting shall be decided by a majority vote. In the event of a tie, the chairperson has the right to cast the deciding vote. A director may, and the secretary upon the request of a director shall, call a meeting of directors. Notice of a meeting is required if a director is absent from Tanzania. Directors' meetings may take place online through communication platforms such as Teams, Microsoft Teams, or Google Meet.
- 23 Directors may pay interim dividends to shareholders, as they deem justified by the company's distributable profits, not more frequently than monthly.
- 24 Company authorities are appointed for a term of 12 months. The term of the first board expires on December 31, 2025.
- 25 The directors may, when deemed appropriate, call an extraordinary general meeting. Extraordinary general meetings may also be convened upon the request of members, or, if unaddressed, by the members themselves, as per section 134 of the Act. If there are insufficient directors at any given time to call a meeting, any director or two company members may convene a meeting in the most similar manner as directors may call meetings.
- 26 (a) Any Director may appoint another Director or any other person who is approved by the Board to be his Alternate to act in his place at any meetings of the Board at which he is unable to be present. Such appointee shall be entitled in the absence of his appointer, to exercise all rights and powers of a Director and to attend and vote at meetings of the Board at which his appointer is not personally present and, where he is a Director, to have a separate vote. A Director may, at any time, revoke the appointment of an Alternate appointed by him. The appointment of an Alternate shall be revoked, ipso facto, if his appointer ceases for any reason to be a Director. Every appointment and revocation under this Article shall be effected by notice in writing under the hand of the appointer served on the Company and on such Alternate Director.
 - (g) The remuneration of an Alternate Director shall be payable out of the remuneration of his appointer and shall be such proportion thereof as shall be agreed between them.
 - (h) An Alternate Director whose appointer is a Member of the Company shall, in the absence of a direction to the contrary in the instrument appointing him, be entitled to

receive notice of and to vote at General Meeting of the Company as if he had been appointed a proxy of his appointer under the provisions of these Articles.

BORROWING POWERS

21. **With the approval of the general meeting** of shareholders, the directors may issue bonds, notes, or company obligations at any time, in any form and manner, and for any amount, and may obtain or take out loans, whether by way of a mortgage or charge on any property of the Company, including uncalled capital, or on bonds or notes, or in any other way they deem appropriate, and may arrange for their redemption or transfer at their discretion.

POWERS AND DUTIES OF DIRECTORS

22. No director shall vote as a Director in respect of any contract or arrangement in which he is interested and, if he does vote, his vote shall not be counted but he shall, nevertheless, be counted in the quorum present at the meeting. These prohibitions shall not apply;
- (a) to any arrangement for giving a Director for advances or by way of indemnity or to any allotment to or any contract or arrangement for the underwriting or subscription by a Director of shares or securities of the company; or
 - (b) to any contract or dealing in which the Director is interest by reason only of his being a director or other officer, employee or nominee of any government or corporation or company which being a member of the Company or holding shares in a corporation or company which is a Member of the Company, is interested in such contract or dealing whether directly or indirectly and this exception shall not cease to have effect merely by reason of the fact that the Director is also a shareholder or creditor of any such government, corporation or company or of any corporation or company in which it is interested;

Provided that these provisions may at any time be suspended or relaxed to any extent by the Company in General Meeting.

23. The Board shall cause Minutes to be made, in books provided for the purpose, recording in respect of every Meeting of the Company, of the Board and of Committees of Directors, the names of all persons present and all resolutions and proceedings at such Meeting. The Minutes of every such Meeting shall be read at the next meeting of the Company, of the Board or of the Committee of necessary, and approved by the meeting, shall be signed by the

chairman of the Meeting and, once so signed, shall be prima facie evidence of the matters stated therein.

24. The Board may grant pensions, annuities, gratuities or other allowances on death, sickness, disability or retirement to any person who is or has been employed by or in the service of the Company or of its holding company or any subsidiary company of the company or to any person who is or has been a Director or other officer of the Company or of its holding company or any such person. The Board may establish and maintain or concur with such holding or subsidiary company as aforesaid in establishing and maintaining any schemes or fund for providing such benefits as aforesaid and may pay out of the funds of the Company any premiums, contributions or sums payable by the Company under the provisions of any scheme or fund.

TENURE OF OFFICE OF DIRECTORS

25. Every Director shall remain in office until:-
- (a) he is removed from office by an Extraordinary Resolution of the Company in General Meeting;
 - (b) he becomes bankrupt or makes an arrangement or composition with his creditor generally;
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) he becomes of unsound mind; or
 - (e) he resigns his office by notice in writing to the Company.
26. The Board may, at any time and from time to time, appoint a person to be a Director to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.
27. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

PROCEEDINGS OF DIRECTORS

28. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its Meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. The Secretary on the instructions of the chairman or on the requisition of a Director shall at any time summon a Board meeting. At least seven days' notice (inclusive of the date of service and the date of meeting) of all Board meetings shall, unless waived by all Directors or their respective Alternates, be given in the manner hereinafter mentioned to all Directors and Alternate Directors.
29. The quorum necessary for the transaction of the business of the Board shall be two Directors present either personally or by Alternate, provided that one person, whether a Director or not, although a duly appointed Alternate for an number of Directors, shall constitute a quorum.
30. A resolution in writing signed or approved by letter, facsimile (telefax) telegram or telex by all the Directors (or their Alternates) or by all the members of a committee shall be as valid and or effectual as a resolution passed at a meeting of the Board of Directors as the case may be, such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

SECRETARY

31. The secretary shall be appointed by the directors for a specific term, with appropriate remuneration and on terms they deem suitable, and any appointed secretary may be removed by the directors.
32. The secretary may not make any financial decisions independently. All decisions are made by two directors or one director and the secretary.

MANAGING DIRECTOR

33. The Board may from time to time appoint one or more of its body to the office of Managing Director or Manager for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director holding such office shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) ipso facto determine if he ceases from any cause to be a Director.

SEAL

34. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed.

DIVIDENDS

35. The Board may retain any dividend or other money payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
36. Any dividend, interest, or other payments may be made by bank transfer to a shareholder's personal account, and cash payments in relation to shares may be sent by check to the registered address of the shareholder.
37. To facilitate correspondence, the company is required to send communications to the email addresses provided by shareholders.

38. ACCOUNTS

The directors shall cause proper books of account 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 purchase of goods by the company; and
- (c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

39. WINDING UP

The company may wind-up voluntarily by a resolution passed at a general meeting called for that purpose in which at least two-thirds (2/3) of the members present vote to that effect. The quorum to such meeting shall be at least two-thirds (2/3) of the members of the company and two-thirds (2/3) of the directors of the company. Notice of such a meeting shall be given to the members at least 14 days before the date of the meeting.

Names, Postal Addresses and Occupations of Subscription	Number of shares taken by each Subscriber	Signatures of Subscribers
Leszek Ryszard Maszke(Businessman), Ul.Splawikowa 685-435 Bydgoszcz, Poland +255742117066	330	<i>L. Maszke</i>
Andrzej Jerzy Drzewiecki(Businessman), Ul. Sielanka 3,85-073 Bydgoszcz, Poland +48601696979	300	<i>Andrzej Jerzy Drzewiecki</i>
Slawomir Marek Michorzewski(Businessman), Ul.Chodkiewicza25/5,85-656Bydgoszcz, Poland +255741655300	330	<i>Slawomir Michorzewski</i>
Felix Zuberi Mpwage(Businessman) Sakina Raskazone near 2000 Motel, P.o.Box 10396, Arusha-Tanzania +255756095834	40	<i>Felix Zuberi Mpwage</i>

Dated at Arusha this 18TH day of NOVEMBER, 2024

WITNESS to the above signatures

Name: Theresia F. Mutajuka

Signature: *[Handwritten Signature]*

Postal Address: P.O. Box 13424, Arusha

Qualification: Advocate

