

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LYAWERE COMPANY LIMITED

Incorporated this Day 2012

DRAWN BY:
(Subscriber)
Mr. Gasper Ezron Tesha
P.O. Box 1013
Kahama
Shinyanga
Tanzania

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

AMENDED MEMORANDUM OF ASSOCIATION

OF

LYAWERE COMPANY LIMITED AS PER SPECIAL

RESOLUTION PASSED ON 2nd MARCH 2023

1. The name of the company LYAWERE COMPANY 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 and or carry on the business consultancy and Security Guard in all Area in Tanzania of services relating to all types of transactions, corporate and commercial matters, company building construction, hardware and General Business of various goods and services, tourism and property matters, secretarial assistance, banking matters, entity formation, real property matters, intellectual property matters rifting of contracts, feasibility studies, proposals and other necessary advisory services as may be required from time to time.
 - (b) To carry or the business of transportation, business consultancy and Security Guard, commission agents, transporters, freighters, haulers, customs bonded warehouse and Godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialist, warehousemen, engineers electrician, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors, and transporters, civil transport contractors, and transporters by any other means of conveyance of people and good in Tanzania and the neighboring countries and in such other place or places as may from time to time. Be determined by the company, engaged in and or otherwise carry on the business as transporters and transport agents, freight forwarders and clearing and forwarding
 - (c) To carry on the business of poultry farming, poultry and animal feeds, general agricultural, poultry and dairy farriers, to acquire large tracts of land, and undertake mechanized farming using irrigation techniques and to produce vegetables, fruits, cereals, lugubrious seeds, oil seeds and floral products both for domestic and export markets, to be horticulturist and professional flower exporters, to be general food processors, pockets arid supplier in local and export markets, to be fruits carriers, juice extractors and carriers, edible oil extractors, purifiers deodorizers and packers for local and export markets.
 - (d) To engage and or carry on the business of engineering, general civil works, road constructions, buildings, renovations, office partitioners, decorators, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipment's and suppliers of same.

- (e) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbors, shaves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.
- (f) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove replace and to work, manage, carry out or control works of all descriptions, including but not limited to hotels, clubs, lodges, offices, factories, warehouses, houses, marionettes, flats, ships, stores, garages car parks and other buildings, roads, machinery and plant, which may, in the opinion the Directors of the company, be likely to advance directly or indirectly the company's interests; to clear sits for the same; construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control.
- (g) 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, claim, properties, cassettes - and e/feats supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to research, explore, mine, work, buy, process, cut, sell all precious and gemstones, excise develop and turn to account mines and mining rights and an undertaking connected therewith
- (h) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such products either in its raw form or its processed form.
- (i) To plant, grow, import, manufacture, sell and deal in fruits and/ or vegetables in the form of juices, concentrates, nectars, pulps, pieces and/ or slices, jams, marmalades, pickles, chutney, oil animal and poultry feeds.
- (j) To purchase, take on lease or in exchange of, or otherwise acquired land and properties of any tenure whatsoever, and to carry on all or any to the trades of planters, gardeners, fruit farming, agriculturists and or trade or business in connection with agriculture or horticulture.
- (k) To carry on the business of as management and business consultants and carry on all kinds of agency business and to take part in the management and project supervision or control of the business or operations of any other company, firm association, trust or persons and to act as Directors, the managing agents, secretaries, administrators, executors or any other offices of any such company etc. in connection therewith.

- (l) To carry on the business as general suppliers, importers, exporters, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building material, timber, fishing office equipment, stationeries, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery and equipment, paints, spirits sheets, hinges, screws, iron monger and general Renovation
- (m) To carry on the business as promoters, organizers and managers of all kinds of sports, recreations, indoor and outdoor competitions, tournaments and concerts. Enter in to agreement with authors or other for the presentation of television productions and to operate sports cable television and network.
- (n) To build, construct, maintain, alter, enlarge, pull down, repair, and remove or replace and buildings, offices, factories, mills, works, wharves, roads, walls, fences, banks, dams, sluices, water - courses, sewers, drains, culverts, channel, or sewage, and to clear sites for the same, or to join with a person, form or company in doing any of the things aforesaid, o n c e to work, manage, and to control the same or join with others in so doing.
- (o) To manufacture, buy and sell doors, windows, furniture, any wooden articles, bricks, tiles, brick -fittings, corrugated iron sheets, girders, timber, chalk, sand and other building materials.
- (p) To carry on the business of forest products, logs, timber and wood furniture, importation, exportation, wholesale, retail of ceramics, hardware, iron steel, sanitary, software, building material and manufacture and distribute prefabricate concrete articles and to be suppliers of the same to be general distribution agents for used copper, cement, roofing material, tiles, tube, wire mash, fencing wire and other materials, to carry on the business as general traders and trading agent to distributors o1 all kinds of goods.
- (q) To carry on the business of suppliers and dealers in all kinds of electrical goods, engineering goods, machinery apparatus, implements, including spare parts, industrial spares, accessories, components, fitting and general trading and to import and export all types of merchandise, good articles and commodities.
- (r) To carry on the business as manufacturers, centers and repair, import wholesale and retail in air conditioners, air coolers, plants, machines freezers or all kind storage and preservation articles machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigeration and cold storage plants, washing machine and domestic and household equipment's and utensils of all kind, artificial lighting apparatus and electrical plants.

- (s) To carry on the business of import, export, wholesale, distributor, publishing, printing and manufactures of books, magazines, post cards dairies, brochure, calendars, educational books, political books and technical books, both paper and hard books journal newspaper, proprietor advertiser and advertising agents and stationery.
- (t) To Carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things, to construct, execute, carry out, equip, improve, work and adverse railways, tramway, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- (u) To carry arid promote and trade or business of farm and agriculture inputs implements, tools, packaging materials and deal in the livestock and or the veterinary health - care products to farmers and stockiest, to buy, sell, supply, distribute, whether in retail or wholesale, fertilize, insecticides, fungicides, growth stimulants, agro-seeds, farm implements and tools, animal feed, veterinary drugs and relate goods and import and export agriculture and food technology industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (v) To carry on the business as general suppliers of all sorts and types of goods and service to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of suppliers are needed.
- (w) To carry on the business as general suppliers, importers, exporters, traders merchants, stockiest, wholesalers, retailers, and dealers in all types of electrical goods, hardware, building material, timber, fishing gears, groceries, computers, office equipment's, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, types, tubes, tools, and accessories, for all types of automotive, motor vehicles, project machinery and equipment's, paints, spirits sheets, hinges, screws, iron monger, textiles piece good, all type of leather goods, shoes, bags and other similar goods.
- (x) To carry on the business of importers, exporters, buying selling, dealer in hardware, building materials, sanitary wares, wall papers, roofing tiles flooring tiles, supplying industrial equipment's, agricultural implements and equipment's spares of every description, plumbers, fittings, decorators steel fabricators, machine shop, nickel plating, electrical plating, making steel windows, doors, frames and roof tresses

- (y) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representative in all fields. To establish business enterprises whether small scale, industries and general deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (z) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries, and shops of all kinds and description and generally to deal with such activities.
- (aa) To carry on the business of household, domestic appliances, and electrical goods, audio visual goods, electronics items, building material, hard wares, foodstuffs agricultural products, once merchandise of every nature, kind and description whatsoever as a dealer, wholesalers, retailer, distributor, importer, exporter and after sales service and repairing.
- (bb) To promote tourism in Tanzania and elsewhere in Africa, to carry on the business of travel and tourist agents, and tour operators, to promote facilitate traveling to organize hunting, tented- camps, fishing and diving expeditions, safari promoters, and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris, adventure tours, fishing trips, handling of games trophies and animal skins, catching harboring, transporting, wildlife and marine products of all kind.
- (cc) To act as an investment company, holding company, finance company and to deal in all types of investments whatsoever. To hold and own shares land, buildings, shopping mall, residential houses, commercial buildings invest in securities, bond share debentures, options, warrants, convertible stocks, promissory notes, bill of exchange, loans, bills, shipping documents, ships, aircraft, self-propelling vehicles and all types of property whatsoever.
- (dd) To act as agents for sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ee) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial, financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes design to increase productivity.
- (ff) To carry on the business of importers, exporters, buying selling, dealers in building materials, hardware sanitary- ware, wall papers, roofing tiles flooring tiles, supplying industrial equipment's, agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electrical plating, making steel windows, door, frames and root tresses.

- (gg) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements, and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant right over any immovable property, belong to the company.
- (hh) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above businesses or the general business of the company.
- (ii) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with other and either or through agents, sub-contractors' trustees and otherwise.
- (jj) 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.
- (kk) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ll) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealings with societies and to give any guarantees that may be expedient.
- (mm) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building 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.
- (nn) 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.
- (oo) To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of lading, warrants, debentures and negotiable or transferable instruments
- (pp) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub- contracts and also to act in any other business of the company through or by means of agent's brokers, sub- contractors or others.

- (qq) To obtain any provisional order, ordinance or act of parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (rr) 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.
- (ss) 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.
- (tt) To close all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- (uu) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub- contracts and also to act in any other business of the company through or by means of agents, brokers, sub- contractors or others.
- (vv) To carry on business of general manufacturing of refined petroleum products through fractionation, straight distillation of crude oil and cracking, including but not limited to production of motor fuels, gasoline and kerosene; production of light, medium and heavy fuel; refinery of gases such as ethane, propane and butane; manufacture of oil based lubricating oils, including from waste oil; manufacture of products from petrochemicals and the manufacture of road covering and blending of biofuels.
- (ww) To engage in business of importation, distribution and wholesale of liquid and gaseous fuels and related products including crude petroleum, crude oils, diesel oils, gasoline, fuel oil, and kerosene; liquefied petroleum gases, butane and propane gas; lubricating oils and greases; and refined petroleum products.
- (xx) To carry on business of retail sale of automotive fuel in specialized stores, including retail sale of fuel for motor vehicles and motorcycles, lubricating oils, and other petroleum products in a designated area typically referred and known as petrol station or filling stations. This shall include retail sale of petroleum and diesel for motor vehicles and motorcycles and shall include retail sale of kerosene for domestic use.
- (yy) To carry on business of supply of lubricants and fuels including petroleum, diesel, and kerosene on cash basis to mining and large industries.
- (zz) To carry on business of freight transportation including all freight transport operations relating to and ancillary to petroleum fuels and related products business, such as bulk haulage and transportation of liquefied petroleum, condensed gases, petrol and diesel

oils; including haulage in tanker trucks.

- (aaa) To carry on business of manufacturing fertilizers of all kinds, chemicals and other allied items required for agricultural and other industries. To carry on business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, chemists, drysalters, oil and colour, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins, essences, pharmaceutical, photographic, sizing, medicinal, chemical, industrial and other waters, cements, oils, paints, pigments and varnishes, compounds, drug, dyestuff organic or mineral intermediates, paints and color grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
- (bbb) To carry on business as manufacturers of chemicals, distillers, dye makers, gas makers, metallurgists, engineers, ship owners, and charterers and carries by land, sea and air, wharfingers, warehousemen, planters, farmers, saw mill proprietors, timbers, merchants, sugar merchants and to buy sell grow prepare for the market manipulate import export and deal in timber wood produce or products of the earth of all kind and to manufacture and deal in articles of all kinds in the manufacture of which timber wood or any such product is used.
- (ccc) To carry on the trades or business of manufacturers of blasting ballistic and pyrotechnic apparatus and other articles and things of a similar or analogous description or use on of and in the several component parts thereof.
- (ddd) To carry on the trades or businesses of manufacturers of and dealers' explosives, ammunition, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose.
- (eee) To carry on the business of importers, exporters, manufacturers, assemblers of, dealers in, hirers, repairers, cleaners, storers, warehousemen of commercial vehicles, motor cars, motor-cycles, cycle-cars, motors, scooters, motor-buses and lorries, trucks, tractors, cycles, bicycles, and carriages, launches, boats and ships, vans, aero planes, hydro-planes and other vehicles and conveyances of all descriptions for carrying passengers or other personnel, goods, commodities, produce, cargoes and other things on land or sea or by air (all hereinafter comprised in the terms "motors and other things") whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal or other powers, and all engines, chassis, bodies, Turbines, tanks, tools, implements, accessories, and other things, materials and products used for, and including business of transmission, steering's, axles, shafts, castings, forgings, exhaust systems in or in connection with motors and other things.

- (fff) To manufacture and/or deal in automobile, automobile parts including seat covers spare parts and components of machineries and to act agents for manufacturers of various parts and components, etc.
- (ggg) To carry on the business of engineers and manufacturers of all kinds of implements and machinery, tool-makers, electric engineers and buy, sell, manufacture, repair and convert and alter, let and hire and deal in machinery, implements, rolling stock, and hardware of all kinds and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the business above specified or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and right for the time being provided.
- (hhh) To carry on the business of garage-keepers and suppliers of and dealers in diesel, petrol, electricity and other motive power to motors and other things.
- (iii) To design, develop, manufacture, import, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell, export, import, and otherwise deal in all kinds of machines, motors, pumps and engines for agriculture, mining, industrial or other uses whether diesel, petrol, electric, manual or otherwise including parts, accessories, ancillaries, stores and spares, tools, plants, equipment's, instruments and appliances.
- (jjj) To engage in business of importation, distribution wholesale and retail business of all kinds of personal protective equipment's and related products including masks of all kinds, gloves of all kinds, overcoats, reflective coats and jackets, safety belts, Helmets, safety boots etc.
- (kkk) To borrow or raise money whether or not for the purposes of the Company (including by way of hire purchase, conditional sale, credit sale or any other such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including the issue of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding on the Company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the giving of mortgages, charges or other security founded, or based upon all or any of the property and rights of the Company, including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit

And it is hereby declared that:

The word company in this clause, except were used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the term of any other paragraphs of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or word in any paragraph of this clause shall not be restricted by being construed ejusdem generic with any particular word or word in the same paragraph.

4. The liability of the members is limited
5. The initial share capital of the company is TZS 5,000,000 divided into 1,000 shares of TZS 5,000 each and the company shall have power to attach there any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of the Memorandum and articles 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 of subscriber
GASPER EZRON TESHA P. O. BOX 1013, KAHAMA TANZANIA.	300	SIGNED
GASPER EZRON TESHA P. O. BOX 1013, KAHAMA TANZANIA.	200	SIGNED
GASPER EZRON TESHA P. O. BOX 1013, KAHAMA TANZANIA.	200	SIGNED
GASPER EZRON TESHA P. O. BOX 1013, KAHAMA TANZANIA.	100	SIGNED
GASPER EZRON TESHA P. O. BOX 1013, KAHAMA TANZANIA.	100	SIGNED

Dated this 4th April 2012

Witness to the above Signatures;
ANDREW TAWETE (ADVOCATE)
P. O. BOX 62297
DAR ES SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF

LYAWERE COMPANY LIMITED

PRELIMINARY

1. In these regulations;
"The Act" mean the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification there of in the force at the date at which these regulations become binding on the company, shall have the meeting so defined.

Any words importing the singular shall include the plural and vice versa, and words importing masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms' cooperative societies etc.

The regulations of Companies Act shall not apply to the company; save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 2359 of 30/03/2012
Stamp Duty Office

TANZANIA
STAMP DUTY SHS: 2500/- PAID
RECEIPT NO. 2359 OF 30/03/2012
Asst. Registrar of Companies

PRIVATE COMPANY

2. **The Company is a private Company and accordingly:**

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (Exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited 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 regulation be tested as single member.
- (c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.
- (d) The company shall not have power to issue share warrant to bearer.

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

4. Subject to clause 2 and 3 hereof, the right to members to transfer their shares shall be restricted as follows:

- (a) No share shall be transferred to a person who is not a member so long as any member of nay person selected by the Directors as one whom it is desirable in the interest of the company to admit to membership.
- (b) Every shareholder or trustee in bankruptcy, or nay person who may desire to sell or transfer any such shares and everyone who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company a his agent for the sale of the said shares to any member of the company at the price to be agreed upon between he party giving such notice to the party and the board, or in case of difference to be determined by the Auditors of the company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than shareholders desiring to sell or transfer the said shares, stating the numbers and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice, the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

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

The regulation of Companies Act shall apply to the following variations.

- (a) A general Meeting, ordinary or extraordinary may with the consent in writing of all member, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a Quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting, the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company:

1. **Gaspar Ezron Tesha**
2. **Mercy Robert Koka**
3. **Godhelp Ezron Tesha**
4. **Gloria Ezron Tesha**
5. **Diana Ezron Tesha**

7. The shareholding qualification for Directors may be fixed by the company in general meeting, and unless and until so fixed, no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, shall be three.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

BORROWING POWERS

10. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
11. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.
12. The shareholding may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

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

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

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director:
 - (a) Becomes bankrupt; or
 - (b) Is found to be lunatic or becomes of unsound mind; or
 - (c) Resigns his office by notice in writing to the company;
 - (d) Abstains himself from meetings of Directors for a period of six months without special leave of absence from the other Directors.

SEAL

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

ALTERNATE DIRECTORS

17. Any Director shall have power to nominate any person to act or attend as alternate Director during his absence his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to others Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

19. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

20. With the sanction of a special resolution of the shareholders any part of the assets of the company including any share in other companies may be divided between the members of the company in a special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and shares whereupon there is any liability.

ALTERATION OR ADDITION

21. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those article and be subject in like manner to alteration by special resolution.
22. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the court.

ARBITRATION

23. If and whenever any dispute or difference or differences shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relations existing between the parties by reasons of these article or the Act, such differences shall (Unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three arbitrators, one to be appointed by each party and the third to be appointed by the first two, or in the event of failure to agree within or any then existing statutory modification or re-enactments thereon shall apply.

Name, addresses and description of the Directors	Number of shares taken by each Director	Signature
GASPER EZRON TESHA P.O. BOX 1013 KAHAMA TANZANIA.	300	<i>Gasper Tesha</i>
MERCY ROBERT KOKA P.O. BOX 1013 KAHAMA TANZANIA.	200	<i>Mercy Koka</i>
GODHELP EZRON TESHA P.O. BOX 1013 KAHAMA TANZANIA.	200	<i>Godhelp.</i>
GLORIA EZRON TESHA P.O. BOX 1013 KAHAMA TANZANIA.	100	<i>Gloria</i>
DIANA EZRON TESHA P.O. BOX 1013 KAHAMA TANZANIA.	100	<i>Diana</i>

Dated at *Dares Salaam* this *21st* Day of *March* April 2012.

Witness to the above signatures

Name : *George M. M. Andrew Tawete*
Signature : *[Signature]* *[Signature]*
Postal Address : *P.O. BOX 62297, Dar es Salaam*
Qualification: *Advocate*



Payment receipt

Receipt number: 4892675

Payment date: 22/11/2022

Payment order number: 1650092

Reference number: 991350780972

Payment for: Change of particulars of company

In respect of: Application G221116-3355 **Object number:** 87645

Fee	Amount	Currency
Change Fees (companies Particulars)	44000	TZS
Stamp Duty (companies)	10000	TZS
Total:	54000	TZS



Jamhuri ya Muungano wa Tanzania

United Republic Of Tanzania

Business Registrations and Licensing Agency

Exchequer Receipt

Stakabadhi ya Malipo ya Serikali

Receipt Number : 922326140880132

Received From : GASPER EZRON TESHA

Amount : 54000 TZS

Amount In Words : fifty four thousand

In Respect Of : Stamp Duty (companies);Change Fees (companies)

Bill Reference : 9912272219

Payment Control Number : 991350780972

Payment Date : 2022-11-22 16:09:03

Issued By : GePG App

Date Issued : 2023-01-30

Signature



Jamhuri ya Muungano wa Tanzania

United Republic Of Tanzania

Business Registrations and Licensing Agency

Exchequer Receipt

Stakabadhi ya Malipo ya Serikali

Receipt Number : 923061163922432

Received From : GASPER EZRON TESHA

Amount : 32000 TZS

Amount In Words : thirty two thousand

In Respect Of : Stamp Duty (companies);Change Fees (companies)

Bill Reference : 9913075487

Payment Control Number : 991350837394

Payment Date : 2023-03-02 16:32:49

Issued By : GePG App

Date Issued : 2023-03-02

Signature