

THE COMPANIES ACT 2002

AIA SERENGETI LIMITED

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AIA SERENGETI LIMITED

Drawn By

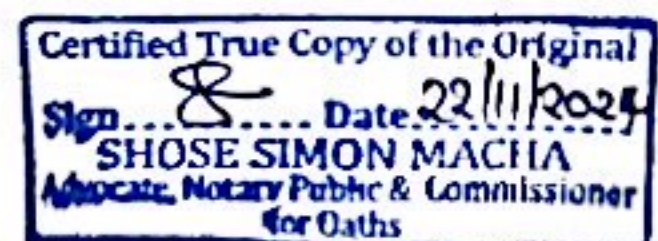
B&E Ako Law

Plot No. 30, House No. 7

Ursino Street, Regent Estate

P. O. Box 71748

Dar es



THE COMPANIES ACT, NO. 12 OF 2002

AIA SERENGETI LIMITED

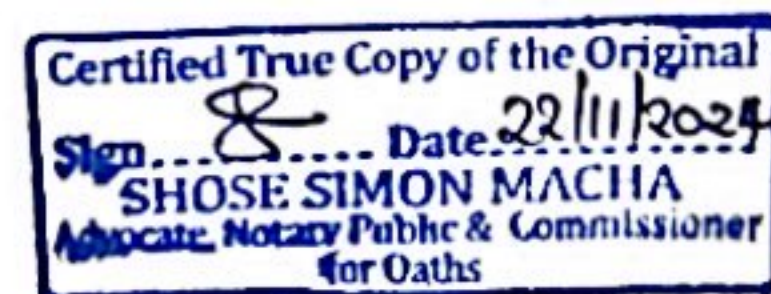
MEMORANDUM OF ASSOCIATION

OF




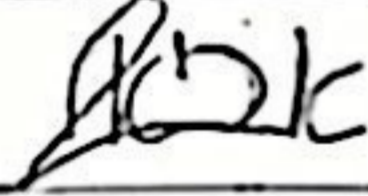


AIA SERENGETI LIMITED

1. The name of the company is **AIA SERENGETI LIMITED** (hereinafter: "the Company")
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established is: -
 - (a) To enter into a direct or indirect Standard License Agreement with the Trustee of the Tanzania National Parks to obtain rights to the Property for establishing the Lodging Complex (a permanent tented camp);
4. The Liability of the Members is Limited
5. The capital of the Company is Five Hundred Million Tanzania Shillings (TZS 500,000,000), divided into:
 - (a) Three (3) management shares, each with a nominal value of One Hundred Million Tanzania Shillings (TZS 100,000,000)
 - (b) One Hundred Thousand (100,000) preferred shares, each with a nominal value of One Thousand Tanzania Shillings (TZS 1,000)
 - (c) Ten Million (10,000,000) ordinary shares Class A, each with a nominal value of Five Tanzania Shillings (TZS 5)
 - (d) Ten Million (10,000,000) ordinary shares Class B, each with a nominal value of Five Tanzania Shillings (TZS 5)

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the company



We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this 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
ITAY HASID MESHEK 86, SHETULIM 79280 ISRAEL	1	
ARIEL KROITORO UZI HITMAN 6 RA'ANANA 43580 ISRAEL	1	
ARIEL VADEE 44 NORDAU STREET, TEL AVIV	1	
ARIEL VADEE 44 NORDAU STREET, TEL AVIV	18,868	
ARIEL & ITAY NYABOGATE LIMITED P.O BOX 71748 DARESSALAAM	81,132	<p>Name Ariel Kroitoro Designation. Director</p> <p> Signature</p> <p>ARIEL & ITAY NYABOGATE LIMITED P. O. Box 71748 DAR-ES-SALAAM</p> <p>Name: Itay Hasid Designation: Director</p> <p> Signature.</p>

Dated at Davao-Salaam this 10th day of October 2024

WITNESS to the above signatures:

Name Method Nestory

Signature: [Handwritten Signature]

Postal Address: P.O. Box 79297 Davao-Salaam

Designation: Commissioner for Oaths



Certified True Copy of the Original
Sign [Signature] Date 22/11/2024
SHOSE SIMON MACIA
Advocate, Notary Public & Commissioner
for Oaths

THE COMPANIES ACT (NO. 12 OF 2002)

AIA SERENGETI LIMITED

ARTICLES OF ASSOCIATION

OF

AIA SERENGETI LIMITED

PRELIMINARY

1. The regulations of Table 'A' Part 11 (Private Company) in the First Schedule to the Companies Act (hereinafter called Table 'A') shall apply to this Company as its Articles of Association. Any changes to these Articles may only be made with the unanimous agreement of the following initial Shareholders and Directors below:


Ariel Kroitoro



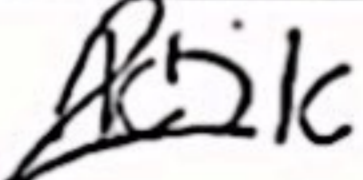



Itay Hasid

Ariel Vadec

2. This "Articles of Association" shall be updated in accordance with the shareholder's agreement of the Company signed between the shareholders on 12th September 2024.


We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this 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
ITAY HASID MESHEK 86, SHETULIM 79280 ISRAEL	1	


ARIEL KROITORO UZI HITMAN 6 RA'ANANA 43580 ISRAEL	1	
ARIEL VADEE 44 NORDAU STREET, TEL AVIV	1	
ARIEL VADEE 44 NORDAU STREET, TEL AVIV	18,868	
ARIEL & ITAY NYABOGATE LIMITED P.O BOX 71748 DARESSALAAM	81,132	Name Ariel Kroitoro Designation. Director Signature:  Name : Itay Hasid Designation : Director Signature:  

Dated at Dar-es-Salaam this 10th day of October 2024

WITNESS to the above signatures:

Name Method Nestory
Signature: 
Postal Address: P.O. Box 92297 Dar-es-Salaam
Designation: Commissioner for Oaths



Certified True Copy of the Original
Sign  Date 22/11/2024
SHOSE SIMON MACHIA
Advocate, Notary Public & Commissioner
for Oaths