

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NUR AL BAHR COMPANY LIMITED

INCORPORATED THIS DAY OF 2025

DRAWN BY:
SAID OMAR DAHALANI,
SUBSCRIBER,
P. O .BOX 11106
DAR ES SALAAM

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

NUR AL BAHR COMPANY LIMITED

1. The name of the Company is NUR AL BAHR 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 is the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the company shall have powers:
 - (a) 5011 - Sea and coastal passenger water transport
 - (b) Name of activity 5021 - Inland passenger water transport
 - (c) Name of activity 5012 - Sea and coastal freight water transport
 - (d) Name of activity 5022 - Inland freight water transport
 - (e) Name of activity 5224 - Cargo handling
 - (f) To be an agent for clearing and forwarding, to import and export various and all types of goods through boarders, Seaports and Airports.
 - (g) To deal with all types of consultancy in Customs and Excise.
 - (h) To be an online agent for buying and selling of all types of goods through multiple online website platforms and mobile applications.
 - (i) To ensure the sale and swift delivery of all sorts of domestic and international goods relating to kids and babies, a range of products relating to fashion, beauty, bags, shoes, jewellery, health and hygiene accessories, hair accessories for both men and women.
 - (j) To ensure the sale and swift delivery of all sorts of domestic and International goods pertaining to Home indoor appliances, decorations, furniture, accessories, home improvement products, cleaning, storage, home tools, home security, gardening appliances, pet appliances, outdoor home appliances, patio furniture, outdoor fun and sporting appliances.

- (k) To ensure the sale and delivery of all sorts of consumer electronic products. Provision of all sorts of electronic gadgets, gaming, sonic instruments and supplies, home electronic and sonic equipment, studio and visual equipments.
- (l) To ensure the sale and delivery of all sorts of books including school textbooks, School stationery, along with all sorts of office appliances such as stationery, information and technology, furniture, decorations, appliances, and office security accessories.
- (m) To ensure the sale and delivery of automobiles and motorcycle spare parts, accessories, sonic instruments, other improvements, decorations and personalized indoor and outdoor equipments.
- (n) To ensure the sale and delivery of art, wood carvings, a range of cultural products such as fashion clothing, shoes, jewellery, personal decorations, home decorations and appliances.
- (o) To provide an online platform for the sale of all sorts of food items, and a range of alcoholic and non-alcoholic beverages.
- (p) To provide a platform for the rental and job market. Portray postings for job applications, rental apartments, housing, rental cars, buying and selling of automobiles and motorcycles.
- (q) To ensure the sale and delivery of all types of agricultural inputs and dealing with agricultural products, machinery, tools, and other appliances. Company will also engage in all other agricultural activities such as farming, growing, planting, processing, and selling both inside and outside Tanzanian borders.
- (r) To operate in the hospitality market. To carry the business by owning and service-providing in hotels, restaurants, café, bar, juice bar, sports bar, apartments, motels, auto-court, outdoor sporting activities, camping sites, swimming pools, recreational centres, and parks.
- (s) To operate in the media and broadcasting market, to own a digital media platform which will include but not limited to television channels, streaming and broadcasting platforms for sports, educational, recreational content from content creators both within and outside of Tanzania.
- (t) To run and operate garage and car wash for the repair of all sorts of cars and motorcycles.

- (u) To provide recreational entertainments services by establishing cinema theatres, sports clubs which will involve both indoors and outdoors sports, acquiring by leasing or buying pieces of land and buildings for sports field, employing people with sports professions to provide sports training, to organise and prepare sports and other entertainment events for the purposes of promoting the and advertising of the company business as well as buying of various equipments necessarily required to be used for any of the above mentioned services.
- (v) To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distil, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.
- (w) To appoint and act through any agents, administrators, managers, contractors or delegates in any part of the world in connection with the undertaking and business of the Company on such terms and subject to such conditions as the Directors of the Company think fit.
- (x) To carry on the business of importers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and petroleum and the manufacturer of lubricating oils and all accessories required for the equipment and operations of the said vehicles, aircrafts and ships.
- (y) To own or hire motor vehicles including buses, mini-buses and small vehicles for the purposes of operating transport business so as to facilitate company's goals and objectives.
- (z) To purchase or take in exchange or on lease, or to rent, occupy or otherwise acquire any lands or buildings in the territory of Tanzania or elsewhere, or any lease, rights or other interest therein.
- (aa) To erect any building and machinery on, or cultivate and otherwise utilise any lands for the time being belonging to the company wherever the same may be situate.

- (bb) To acquire by grant, purchase, licence or otherwise any patents, patent rights, brevets, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, or which it may be desirable for the Company to possess, and to use in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (cc) To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to carry and transport from time to time as may be considered expedient any of the company's investments for the time being.
- (dd) To establish, grant and take up agencies in any part of the world, and do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (ee) To establish, as a holding company, subsidiary company, which will either do one or more of the objectives stipulated herein before or with a different objectives from the objectives of this company, in the United Republic of Tanzania, Africa or elsewhere as it deem fit and advisable to do so.
- (aa) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and for such purposes or any other purposes to issue debentures or debenture stock (perpetual or otherwise), charged upon all or any of the property and rights of the Company, both present and future, including its uncalled capital, or without any such security, and to purchase, redeem or pay off any such securities.
- (bb) To invest and deal with the moneys of the Company not immediately required for use by the Company and to hold, sell or deal with such investments and to carry on the business of an investment company and to open and maintain bank accounts (whether or not bearing interest), in such manner as from time to time may be determined by the Directors of the Company.

- (cc) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise, any person.
- (dd) To borrow or raise money on such terms and to such extent as to the Directors of the Company may seem expedient, and in particular by issue of bills of sale, mortgages, debenture or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's undertaking, upon such terms as the Directors may for the time being think fit and to redeem, purchase or pay off any such securities.
- (ee) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or Directors, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or the spouse, children or other relatives of such persons, to make payment towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, and from time to time to subscribe or contribute to any charitable, or useful object.
- (ff) To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (gg) To purchase, take or otherwise acquire, adopt, or undertake all or any part of the business, goodwill, property, assets, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
- (hh) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration and establishment of the Company, and to the issue of any capital and securities of the company.
- (ii) To establish agencies or branches for the purpose of fostering the Company's objects, and to regulate and discontinue them.

- (jj) To procure the Company to be registered in any foreign country.
- (kk) To carry on and undertake any business project in any part of the world such as any other individual businessman may lawfully undertake and carry on.
- (ll) To do all such other things as may be deemed to be conducive to the attainment of the above objects or any of them.
- (mm) The company engage in all other lawful business activities so long as they adhere to the laws and Company Act of Tanzania.
- (nn) To offer financial support to members of Tanzania in terms of loans under simplified means to help members acquire needs for their households and other economic activities.
- (oo) To accept various types of funds in forms of loans, grants and donations from individuals, groups, associations, donors, lenders and banks or financial institutions for the purpose of lending to the members.
- (pp) To carry on all kinds of promotion business and in particular to form, constitute, float, lend money to subsidise assets and control any companies, associations, partnerships or undertakings whatsoever.
- (qq) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- (rr) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (ss) Warehousing and Storage
- (st) To do all such other things which are incidental or conducive to the attainment of the above objects.


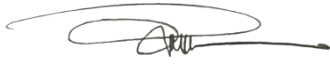




And it is hereby declared that in the interpretation of these presents, the meaning of any of the Company's objects shall not be restricted by reference to any other object, or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this Clause shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

And it is further declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so require, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs define the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is Tanzania Shillings One hundred Million (100,000,000/=) divided into 100 shares of Shillings One Million (1000,000/=) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons, whose names and addresses are subscribed hereof, 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 Subscribers	Number of Shares taken by each Subscriber	Signature & Seal/Rubber Stamp of Subscribers
SAID OMAR DAHALANI, P. O .BOX 11106 DAR ES SALAAM	16	
SALIM DAHALANI P. O .BOX 11106 DAR ES SALAAM	16	
SAID ABASSE DAHALANE P. O .BOX 11106 DAR ES SALAAM	16	
MOINOUROU DAHALANI P. O .BOX 11106 DAR ES SALAAM	16	
SAID MOHAMED, P. O .BOX 11106 DAR ES SALAAM	16	
ZALHATA ASSOUMANI EP DAHALANI P. O .BOX 11106 DAR ES SALAAM	16	

DATED at DAR ES SALAAM this 25th day of APRIL 2025

WITNESS to the above Signatures;

Name in Full... JACQUILINE NDAKILWA KITWENGA

Address... P. O BOX 60118 DAR-ES-SALAAM

Occupation... ADVOCATE

Signature... 



**THE COMPANIES ACT (ACT NO. 12 OF 2002)
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
OF
NUR AL BAHR COMPANY LIMITED**

INTERPRETATION

1. In these articles:-

“**the Act**” means the Companies Act;

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

“**the seal**” means any person appointed to perform the duties of the secretary of the company;

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

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

MEMBERS

2. The number of members with which the company proposes to be registered is **four (4)** but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.
4. The Company may, from time to time by ordinary resolution, increase its share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe.
5. The Company may by Special Resolution: consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; subdivide its existing shares, or any of them into shares of smaller amounts than as fixed by the Memorandum Of Association subject, nevertheless, to the provision of section 64(1)(d) of the Act; cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person; reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorized by the Act.

GENERAL MEETINGS

6. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

9. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business: Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than seventy – five percent of the total voting rights at that meeting of all the members.
10. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
11. Each Annual General Meeting of the Company, shall provide for at least the following business to be transacted: the consideration of the directors' report, audited financial statements of the immediately preceding financial year of the Company and the auditors' report; the election of Directors, to the extent required by the Act or by these Articles; the election of other officers in the place of those retiring by rotation or otherwise; voting of

remuneration or extra remuneration to the Directors; the appointment of an auditor for the following financial year; the sanctioning of dividend; and any other matter raised by the Shareholders, with or without advance notice to the Company.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of three-fourths of all members is present at the time when the meeting proceeds to business; three-fourths must be entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
14. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
15. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
16. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - (a) by the chairman; or
 - (b) by at least three-fourths of voting rights members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn

19. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
20. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

21. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

23. Every share shall have one vote.
24. For an ordinary resolution to be approved it must be supported by **more than** 50% (fifty percent) of the voting rights of Shareholders exercised on the resolution.
25. For a Special Resolution to be approved it must be supported by the holders of at least 75% (seventy five percent) of the voting rights exercised on the resolution, as provided in section 143 of the Act.
26. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarally certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that

purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

“ Limited
I/We of....., being a member/ members
of the above – named company, hereby appoint
of or failing himof, as
my/our proxy to vote for me/us on my/or behalf at the {annual or
extraordinary, as the case maybe} general meeting of the
company to be held on theday of20....., and at any
adjournment thereof.

Signed this day of,20.....”

31. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ Limited.
I/Weof Being a member/members of the above
named company, hereby appoint of.....or failing
him of, as my/our proxy to vote for me/us on my/or
behalf at the {annual or extraordinary, as the case may be}general meeting of
the company to be held on theday of.....20....., and
at any adjournment thereof.

Signed thisday of.....20

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

34. Any corporation which is a member of the company may be by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting 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

35. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to maximum of ten but shall be not less than two.
36. All Directors other than those appointed under clause 37 shall be elected by an ordinary resolution of the Shareholders at a general or Annual General Meeting of the Company.
37. Any shareholder who own ten per centum or more will have an opportunity to nominate one director for every ten per centum of holding. Nominated directors will not assume duties until approved by the General Meeting of the Company.

38. In any election of Directors, in compliance with the requirement of section 192 of the Act, the election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with the series of votes continuing until all vacancies on the Board have been filled and in each vote to fill a vacancy: each vote entitled to be exercised may be exercised once; and the vacancy is filled only if a majority of the votes exercised support the candidate.
39. If the number of Directors falls below the minimum number fixed in accordance with these Articles, the remaining Directors must as soon as possible and in any event not later than three months from the date that the number falls below such minimum, fill the vacancy/ies in accordance with article 77 or convene a general meeting for the purpose of filling the vacancies, and the failure by the Company to have the minimum number of Directors during the said three month period does not limit or negate the authority of the Board or invalidate anything done by the Board while their number is below the minimum number fixed in accordance with these Articles.
40. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also 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.
41. The following persons shall be first Directors to the Company:-
- a. SAID OMAR DAHALANI
 - b. SALIM DAHALANI
 - c. SAID ABASSE DAHALANE
 - d. MOINOUROU DAHALANI
 - e. SAID MOHAMED
 - f. ZALHATA ASSOUMANI EP DAHALANI

BORROWING POWERS

42. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

43. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
44. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
46. The directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and

- of any committees of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

The office of the director shall be vacated if the directors:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

- 47. 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.
- 48. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.
- 49. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal

shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

50. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the

company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

51. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
52. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
53. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
54. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
55. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
56. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such

person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

57. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

58. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
59. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

60. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director if designed so.
61. The directors shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to 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.







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

62. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
63. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
64. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
65. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty - one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
67. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy - two hours after the letter

containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, Postal Addresses and Occupations of Subscribers	Number of Shares taken by each Subscriber	Signature & Seal/Rubber Stamp of Subscribers
SAID OMAR DAHALANI, P. O .BOX 11106 DAR ES SALAAM	16	
SALIM DAHALANI P. O .BOX 11106 DAR ES SALAAM	16	
SAID ABASSE DAHALANE P. O .BOX 11106 DAR ES SALAAM	16	
DAHALANI MOINOUROU P. O .BOX 11106 DAR ES SALAAM	16	
SAID MOHAMED, P. O .BOX 11106 DAR ES SALAAM	16	
ZALHATA ASSOUMANI EP DAHALANI P. O .BOX 11106 DAR ES SALAAM	16	

DATED at DAR ES SALAAM this 25th day of APRIL 2025

WITNESS to the above Signatures;

Name in Full JACQUILINE NDAKILWA KITWENGA

Address P. O BOX 60118 DAR-ES-SALAAM

Occupation ADVOCATE

Signature 

