

COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

PRINCBERT TZ LIMITED

Drawn By:

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THE COMPANIES ACT, 2002

**COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PRINCBERT TZ LIMITED**

1. The name of the company "**PRINCBERT TZ LIMITED**"
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
 - a) To take over as going concern the business carried on under the name and style of "**PRINCBERT TZ**" together with all its assets and liabilities.
 - b) To carry on business of postal and courier activities on land, water, and air within and outside Tanzania mainland.
 - c) To undertake the business of courier services and engage in the collection delivery or storage of baggage and freight and to make or provide facilities for passengers, cargo or freight in connection with all transport services, to relocate customers from one place to another.
 - d) To carry on the business of hairdressing and other beauty treatment activities.
 - e) To carry on business of warehousing and support activities for transportation of all services activities which are incidental to land transportation, water transportation as well as to air transportation.
 - f) To carry on the business of general cleaning services, washing and dry cleaning of textile and fur products.
 - g) To carry on a business of beverage service activities by selling and distributing the same to entertainment site, or event venue, as well as to remote areas, hotel, pub, park, and the alike.
 - h) To carry on a business of event catering services at entertainment site, or event venue, as well as to remote areas, hotel, pub, park, and the alike.
 - i) To carry on a business of manufacture of other food product such as dairy product, grain mill products, starches and starch products, processing and preserving fruits and vegetable, manufacture of bakery products, manufacture of prepared meals and dishes and manufacture of macaroni, noodles, couscous and similar farinaceous products but not limited the list hereby mentioned.
 - j) To carry on business of restaurant and mobile food services activities within Tanzania mainland.
 - k) To carry on business of clearing and forwarding agents, carrier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to

carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen,

- l) To carry on the business of providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.
- m) To carry on the business of general Real Estates, acquire by purchase, lease, exchange, joint venture, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises.
- n) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
- o) To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirits, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.
- p) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estates.
- q) To carry on business of maintenance and repair of all type of motor vehicles within Tanzania mainland.
- r) To carry on business of wholesale and retail trade of selling motor vehicles parts and accessories within Tanzania mainland.
- s) To carry on a business of sale, maintenance and repair of motorcycles and related parts and accessories.
- t) To carry on a business of wholesale and retail trade of motor vehicles.
- u) To carry on business of all car services including but not limited to car wash.
- v) To carry on a business of manufacturing of other general and special purpose machineries such as metal – forming machinery and tools, food, beverage and tobacco processing tools and machinery, textile, apparel and leather products, pumps, compressors, taps and valves, machinery for mining, quarrying and construction, ovens, furnaces and furnace burns
- w) To carry on a business as merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, shipping and forwarding agents, packers, carriers and freight

contractors and to import, export, buy, sell barter, exchange, store, pack, ship transport and otherwise deal with foodstuff and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured therefrom, clothing, footwear, electrical apparatus and equipment, machinery tools and materials, articles, merchandise, commodities, motor vehicles, spares, industrial machinery and goods of every description.

- x) To carry on the business of providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.
- y) To undertake the business of transport and logistics services, including but not limited to importing and exporting various cargos and passengers, trading as car hire operators and general business of goods and passenger transport.
- z) To build, purchase, hire or take on charter any ship, tugs barges, road transport vehicles, railway wagons for the purpose of business.
- aa) To establish, organize, manage, run charter, conduct, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water and space, for transporting goods, in all modes including bulk and container, articles, or things or heavy and over dimensional cargo, on all routes and lines on national and international level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers jeep, trailers, motor buses, omnibuses, motor taxis, railways, tramways, aircraft, ship, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil or any other form of power.
- bb) To carry on the business of planters, growers, florists, cultivators, horticulturists, market gardeners, agriculturists and buyers of every kind of vegetable, honey and other produce of the soil; to prepare, preserve, process, cure, blend, refine, treat, manufacture and render marketable any such produce and to sell, dispose off and deal in any such produce either in its prepared, manufactured, raw or other state, and either by wholesale or retail.
- cc) To carry on all or any business of travel agents, transport, cartage and haulage contractors, garage proprietors, owners and chattering of road vehicles, aircraft and ships tugs, barges and boats of every description, lighter men and carriers of good passengers by road, rail water or air, carmine, cartage contractors and agent, forwarding, transport and commission agents, customs agents, stevedores, harbinger, cargo superintendents, packets, four travel expedition and safari operators, travel tickets and commission agents, haulers, warehousemen, storekeepers, engineers, electricians and job masters.
- dd) 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 and any other kind of lubricants.
- ee) To construct, equip, maintain, work, buy, sell and generally to deal in taxis, cabs, buses, omnibuses and other automobiles and vehicles appropriate for the carriage of passengers or goods and to carry on the business of carriers and or transporters generally in Tanzania or elsewhere and for that purpose to buy, sell, exchange and generally to deal in new and/or second hand cars, trucks, buses, omnibus and other motor vehicles.

- ff) To design, manufacture, assemble, erect, recondition, repair, transfer, improve, market, import, export, buy, sell, hire and deal in all kinds of machinery, plants, equipment, apparatus, stores tools and accessories and more particularly elevators, hoists lifts, conveyors, cranes, ropes, cotton belts, leather belts, rubber belts, steel belts, wire belts, chains cables, and material handling labour saving lifting driving elevating hauling and conveying machines plants vehicles and gears of all kinds
- gg) Importation and distribution of car and vehicle spare parts, lubricants and any other car accessories.
- hh) To carry on the business of importation and distribution, buying and selling, hiring, of electricity generating devices and apparatus generally which includes electricity generators, doing installation, repair, assemble marketing, doing the maintenance after sale of such devices, acting as Agent of any foreign or local manufacturers of such devices, and that the company may do the same by itself or by appointing an agent to do;
- ii) To carry on the business of selling Electronic parts, computers, information technology equipments, accessories, used and new car spare parties and batteries.
- jj) To carry on business as farmers, planters, growers, harvesters and producers of fruit, vegetables and cereals and grains of all kinds and of any and every sort of crop tree or produce of the soil, horticulturists, florist, agricultural economists, cattle-farming, poultry-farming, breeding and improving livestock, dairy-farming and sellers, contractors and advisors veterinarians and agricultural laboratories, and to import, buy, sell, deal in and acquire all and any farming, harvesting and planting, machinery, machines, tools, plants, tractors, harvesters, motor vehicles, appliances, equipment, gadgets and all goods and articles for any or all of the said business.
- kk) To carry on the business of planters, growers, florists, cultivators, horticulturists, market gardeners, agriculturists and buyers of every kind of vegetable and other produce of the soil; to prepare, preserve, process, cure, blend, refine, treat, manufacture and render marketable any such produce and to sell, dispose off and deal in any such produce either in its prepared, manufactured, raw or other state, and either by wholesale or retail.
- ll) To carry on business as principals, agents, dealers or manufacturers' representatives of importing, exporting, buying, selling or otherwise dealing in or hiring automobiles, cars, trucks, lorries, or other vehicles, conveyances or tractors of every description or any other or all sorts of machinery, apparatus or appliances, operated by mechanical or electrical power and/or any other industrial produce of every description or kind, and including the spare parts or components thereof or any accessories, implements, tools and/or appliance connected therewith.
- mm) To carry on the business of importers and exporters of all kinds and classes of motor vehicles spare parts, materials and merchandise manufacturers and distributors representatives marketing agent.
- nn) To provide the business of supplies and procurement services such as tender preparations, tender evaluation and stock taking.
- oo) To carry on the buying of buying and selling of heavy duty machine and all kind of industrial parts.
- pp) To carry on the business of importation and distribution, buying and selling, hiring, of electricity generating devices and apparatus generally which includes electricity generators, doing installation, repair, assemble marketing, doing the maintenance after sale of such devices, acting as Agent of any foreign or local manufacturers of such devices, and that the company may do the same by itself or by appointing an agent to do.

- qq) To buy and sell immovable property, movable property, chattels, goods, stock, shares and any kind of property, whether movable or immovable and whether of a speculative nature or otherwise, and also to hire and lease any kind of property or things, movable or immovable.
- rr) To carry the business of electricians, mechanical engineers and manufacturer workers and dealers in electrical apparatus and goods and manufacturer or hire or apparatus or goods in which the application of substitute therefore is or may be useful, convenient or any other business of a like nature.
- ss) To carry on the supplies of all kind of electrical wire, electrical, hitter, cooker, main switch, tube right, plug switch, air condition, fridge and all types of electrical.
- tt) To carry on the business of importers, buying, selling, dealers in hardware, building material, sanitary ware papers, roofing tiles, flooring tiles, supplying industrial equipment agricultural implements and equipment spare of every description, plumbers, decorators, steel fabrication, machines hop, nickel, plating, electric plating, making steel windows, doors frames and root tresses .To carry on the business of importers, buying, selling, dealers in hardware, building materials, sanitary ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spare of every description, plumbers, decoration, steel fabrication, machines hop, nickel plating electric plating, making steel window, doors, frames and roof tresses.
- uu) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the present or future property or rights of the Company.
- vv) To carry on the business as general merchants, universal providers, universal exporters and importers, universal wholesalers and retailers of all commodities and/or goods of whatever description.
- ww) To carry on and to undertake any business transactions or operations commonly carried on or undertaken by promoters of companies, financiers, concessionaires, contractors for public and other works, capitalists, merchants or traders, and to carry on other business which may seem to the Company capable of being conveniently carried on in connection with any of its objects, or calculated, directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- xx) To issue for value coupons, stamps or other vouchers to be used or issued to their customers by dealers, shop keepers, merchants or others as cash discount for purchases and to redeem the same upon such terms as may be agreed upon in exchange for cash goods, merchandise or otherwise.
- yy) To apply for, hold, purchase or otherwise acquire any patents, brevets d'invention, licenses and the like, conferring an exclusive or non-exclusive or limited right to use any secret or any other information which may seem to the Company capable of being profitably dealt with.

- zz) To purchase plant, machinery implements, conveniences provisions and things capable of being used in connection with the operations of or required by workmen and others employed by the Company.
- aaa) To enter into any arrangement for sharing profits, union of interest, amalgamation, joint venture, reciprocal concession or otherwise with any person or company carrying on or about to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares, debentures, and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- bbb) To carry all or any of the business of civil, design, constructional and general engineering, builders, masonry and general contractors and to provide technical advisory services in relation thereto, and to design, construct, execute, carry out, equip, maintain, improve and buildings and erectors of every description, roadways, reconstruct, adapt any offices, workshop, mill plant, machinery railways, docks, harbors, wharves, canals, watercourses, reservoirs, embankments, bridges, aqueducts, irrigation schemes, water development projects, reclamation, sewage, drainage and other sanitary works, water, gas electric and other supply works, airfields, airports, runways and engineering and constructional undertaking of every description.
- ccc) To carry on the business of mechanical engineering, civil engineers, electrical engineers, metal and alloy makers, boilers, millwrights, machinists iron glasswork and steel makers and apparatus, garage proprietors dealers in auto spare parts, scientific equipment and instrument of all kinds, repair, convert, alter let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
- ddd) To carry on the business and act as managers of investments and investment company, Estate agency, property of investment and investment company, Estate agency managers, property managers, insurance agents, real estate developers, development consultancy, structural and conditions surveyors, mortgage services, values, decorators, engineers and generally to be able to carry out activities of any description with regards to land, property and estate, investment in any type of building, lands, securities, bonds property, shares and any property act as holding company with subsidiaries and invest in any project as the company may think fit to carry on or otherwise engage in the business of providing drilling services and general services in water and environment issues, general civil and construction works.
- eee) To engage in and carry on all or of the business of manufacturers of and deals, and workers in cement, lime, plastic clay, whittling, gravel, stone, chipping, minerals, eat, fuel,

artificial stones, bricks tiles, tiles, roofing, pipes, pottery earthenware, china sanitary and conveniences of all of kinds and as well as tone crushers and quarry owners. To carry on the business of manufacturing, wholesalers, exporters and importers of cement, aggregate stone, lime bricks tiles pipe earth wire artificial stones, earth wire, hardware's like apparatus solution, paint, iron sheets, earth fuel and all building materials.

- fff) To carry on business manufacturers, workers and dealers in electrical apparatus and goods, installations, maintainers, repairers of dealers in electrical and electronic appliances and apparatus of every descriptions, radio, television and telecommunication requisites and supplies, and electronic equipment and stores of all kinds.
- ggg) To promote, establish and carry of manufacturers, distributors, representatives and agents for all kinds types of furniture of every description, including processing or wood, Formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and good of every description.
- hhh) To carry on the business of clearing and forwarding agents, customer agents, transporters, freighters, haulers, customs bonded ware house and go down keepers, court brokers, insurance and brokers, insurance and assurance , insurance broker, management, stock exchange and stock exchange brokers, shipping agents and travel agents, road, water agents, airport handing, courier services, insurance agents, tourist agents, manufacturers representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries in such other place or places as may from time to time be determined by the company.
- iii) To carry on the business of various equipment, equipments, tools and or gadgets necessary for secure operation of various business activities in respect of construction industry.
- jjj) To carry business as importers, suppliers, distributors, general merchants, sellers, buyers, worldwide traders wholesalers, retailers, deals in foods, stores, consumable articles General merchandise and commodities, soya beans, wheat, cadamon, cotton cake, yellow corn cloves, black paper, ginger, maize tea, rice, jute, bags , corn, sugar, wheat, sisal, hides, leather products leather goods, beeswax, honey, simsim, instant coffee, raw coffee , coconuts, and coconut products, green peas and cash crops including livestock.
- kkk) To engage in and or otherwise carry on the business of sanitary services super cleaners removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, wood works, renovators, general maintenance and decorators of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town clearing, education on hygiene, importation of all clearing facilities, equipment's and chemicals.

- lll) To engage in and carry on the business of manufacturers of and dealers in cement, lime, plasters, clay, whiting gravel, stone, chipping, minerals, earth fuel artificial stone bricks, tiles, roofing pipes, pottery, earthen ware, as well crushed stone and quarry extraction.
- mmm) To appropriate any part or parts of the property of the company for purpose of and to built or let shop, office and other places of business and to use or lease any profit of the property of the company not required for the purpose aforesaid for any purpose for which may conveniently be used to let.
- nnn) To carry out on the business of selling human medicine as wholesalers and retailer, to open pharmaceuticals products stores in any part of the country, importing and selling all types of medicine equipment, laboratory equipment and all types of hospital supplies including surgery equipment.
- ooo) To carry on the business of pesticides control, fumigation expert and consultants and render such expertise restoration conservation and development and renovation of recreation spaces for leisure and office clearing and sanitation services.
- ppp) To buy, export, sell or otherwise deal in and carry on the business of glass works aluminum works, wood works, building maintenance, construction including contracting and operate as wholesale, retailers, and agents in outlery, fancy good, glassware, enamelware, brassware and all articles in which clay glass, timber, wood or cement is used to their manufacture. To carry on the business of factory and bonded warehousing.
- qqq) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control work of all description, including but not limited to officers, factories, mills, warehouse, shops, stores, garage and other buildings roads, machinery and plants, which may, in the opinion of the director of the company, be likely to advance directly the company's interests, to clear sites for the same, to contribute to subsidies or otherwise assist in the building, construction, alternation, repair, improve, enlargement, maintenance, development, demolition, removal replacement, working, management, carrying out or control.
- rrr) To carry on all any of the business of road makers, public works contractor, general contractors, civil engineers, constructional engineers in all their respective branches and manufacturers of or dears in lime cement, mortar, asphalt, bitumen, concrete, gravel, stone and or material of all kinds for construction and buildings.
- sss) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, Diamond, Tanzania and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kind of mines, goldsmith, jewelers, to be buyers and sellers of gold minerals products,

gemstones, both buying and selling, mines and precious stones all over the world to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mining.

ttt) To carry on the business as general merchants, business representatives, traders, consumers, suppliers, importers, stockiest, wholesalers, retailers and dealers in all types of electrical goods. Hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment's, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computer, office equipment's, 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.

uuu) To carry on the business as ranchers, animal feed, breeder of animals of all kinds as dairy, ostrich and poultry farmers and as ranchers, breeder of animal of all kinds, as dairy, ostrich and poultry farmers and as millers, grazers, gardeners seed growers and met and fruit preservers, commercial crops, crop sales, beverages, seedlings, flowers.

vvv) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, promoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organization all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipment's and chemicals.

www) To carry on the business of liner and tramp shipping agents, ship chatters, steamship agents, shipping husbandry, shipping managements consultants, survey and superintendents, port miscellaneous, logistic consultants, ship chandlers, bunkering services, to act as representatives of trading vessels and passenger ferries not covered by schedule carrier, ship broking and agency b marketing services, fumigation and food storage consultants.

xxx) To engage in and or otherwise Carry on the business or professional in fishing equipment's and accessories, and carry on the business of professional in sea foods, import and export of fish products, specialized sea food merchants, fishing and marketing of all sea lake products in international and local markets, fish merchants, fishing crafts owners and any other commercial and industrial fishing operation in the sea and fresh water and to process, buy and export all types of fish, shrimps lobsters, dried, smoked and salted fish, canned fish, fresh fish, sea shells an sea products and general all types of marine products

and all business and trades incidental, analogous, similar thereto, require to be , or capable of being carried on conjunction therewith.

yyy) To do all kinds of business relating to information and communication technology and to act as consultants, carry on business as managers or advisors in information management, data processing, applications development, computerized systems development, data telecommunication and networks technology and those purpose to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere, and to promote, arrange facilitate and operate information technology activities in all its divers area and all such facilities advantage and conveniences as may be considered necessary or incidental thereto. To do activities as development of customer-made and instructional software, educational, managerial and control software products for small, medium and large clients.

zzz) To undertake all kind of electrical installation, electronics repairs and maintenance as contractors, sub contractors, sell and distribute all sort of electrical goods, electronic accessories as agent of any manufacturing firm within and from outside the country.

aaaa) To conduct and carry on the business of designing, planning and supervising the construction of building and engineering works of any kind and nature, and to carry out studies and investigations, prepare plans, drawings, specification and other documents, and general advise with regard thereto.

bbbb) To lend money on any terms that may think fit, and particularly to customers or other person or corporations dealing with societies and to give any guarantees that may be expedient.

cccc) 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.

And it is hereby 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 person , whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph or this clause shall be regarded as independent objects, and according shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the

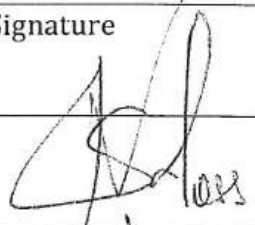
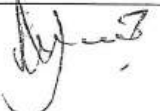
Company but may be carried out as full and ample a manner and construed in as wide as sense as if each of the said paragraph define the objects of the separate and distinct compound.

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

AND it is hereby declare that the word "Company" in this clause, except where used reference of this company, shall be deemed to include any partnership or other body of person s, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers there by conferred shall deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.
5. The capital of the Company is Tanzania Shillings One Hundred Million Only (Tsh 100,000,000/=) divide into 100 shares of shillings 1,000,000/= each. The company shall have power to increase its capital and to divide the shares in its capital for time being into several class of stock or shares in its capital for the time being into several classes of stock or shares and to attach there to respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the articles of Articles of Association the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
STELLA NISSA NDOSSI P.O. Box 14708, Dar es Salaam.	95	
ANNA JOHN MALUMBO P.O. Box 14708, Dar es Salaam.	5	

Dated at Dar es Salaam this 03 Day of 02 2021

Witness to the above signatures Octavian Francis Mzee
Name :

Signature :  :

Postal Address : P.O. Box 80870 DSM

Qualification : **ADVOCATE**



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PRINCBERT TZ LIMITED

PRELIMINARY

1. In these regulation

“The Act” means the Companies Act 2002 of the law of Tanzania.

Where 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 require the expressions defined in the act or any statutory modification thereof in the force at the date which these regulations becomes binding on the company, shall have the meaning so defined.

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

The regulations companies act shall not apply to the company, save in so far they are varied or exclude hereby, but in case of any conflict between the provisions herein, and the provisions under the former shall prevail, and in addition to substitution shall be the regulation of the company.

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 were while in such employment to be the member of the company) is limited fifty, provide that where to 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 debentures of the company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in the opinion be 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. to sell or transfer the shares, stating the number 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 ones such as 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 stated in his answer to the said notice.

Upon such apportionment being made or such one shared holder notifying his intention to purchase as the case maybe, the party designing to sell or transfer such shares shall 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.

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

The Regulation of Companies act shall apply the following variation:

- a) A general meeting ordinary or extraordinary with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- b) Two members, presents 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 of the company shall be valid and effectual as an ordinary resolution duly passed at general meeting of the company.

DIRECTORS

- 5. a) Until otherwise determined by the company in general meeting the directors shall not be less than two and more than seven.
- b) The following persons shall be the first directors of the company;-
 - 1. **STELLA NISSA NDOSSI**
 - 2. **ANNA JOHN MALUMBO**
- 6. The shareholding qualification for directors may be fixed the company in general meeting, and unless and until so fixed no qualification shall be required.
- 7. The quorum directors for transacting business shall, unless otherwise fixed by directors, be two.
- 8. A resolution in writing signed by all the directors then in Tanzania shall be as valid and effectual as if had been passed at a meeting of directors duly called and constituted.
- 9. The directors may from time to time to time borrow or raise any money for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWERS.

- 10. The directors may from time to time in the discretion raise for the purpose of any company's business such sum or sums of money as they think fit.
- 11. The directors 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 charge 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.
- 12. The Directors may exercise all powers of the company to borrow, lend and guarantee the repayment of money and to mortgage or to charge or otherwise secure its undertaking, assets, property and un called capital or any party thereof and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. The Directors may exercise all the powers of the company to guarantee and become surety for the liabilities, the performance of contracts and the repayment of monies by any person, firms or company and to issue charges, mortgages, debentures or lien or lien to secure performance by the company of any such guarantee or surety

VOTE OF MEMBERS.

14. 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 shares of which he is holder.
15. 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.

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

SEAL

17. The directors 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 directors in the presence of at least two directors of a 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.

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

SECRETARY

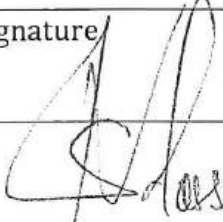

20. The secretary shall be appointed by the board for such terms at such remuneration and upon condition as it may think fit, and any secretary so appointed may be removed by the board.
21. With the sanction of a special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divide between the members of the company in special or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares where upon there is any liability.

ALTERNATIONAL OR ADDITION.

22. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall indemnified out of the assets of the company against any liability incurred by him in defending any proceeding, whether civil criminal in which judgment is given in his favour or in which he is in connection with any application (under sector 481 of the act) in which relief is granted to him by the court.

ARBITRATION

23. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representative touching upon the construction or meaning of any act herein contained or any act matter or thing made or done or omitted to be done with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) 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 (cap 15) or any than existing statutory modifications or re-enactment there of shall apply

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
STELLA NISSA NDOSSI P.O. Box 14708, Dar es Salaam.	95	
ANNA JOHN MALUMBO P.O. Box 14708, Dar es Salaam.	5	

Dated at Dar es Salaam this03..... Day of02..... 2021

Witness to the above signatures

Name : Octavian Francis Mzee

Signature : 

Postal Address : P.O. Box 86870 DSM

Qualification : **ADVOCATE**

