

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GLOBAL GASES TANZANIA LIMITED

Incorporated this \_\_\_\_\_ day of \_\_\_\_\_, 2023

DRAWN BY:

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THE COMPANIES ACT No. 12 OF 2002

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COMPANY LIMITED BY SHARES

Memorandum of Association

of

GLOBAL GASES TANZANIA LIMITED

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1. The name of the Company shall be **GLOBAL GASES TANZANIA LIMITED**.
2. The registered office of the Company will be situated on the mainland of the United Republic of Tanzania.
3. The objects for which the Company is established are:-
  - 3.1 to carry on business of manufacture, distributing, filling, supply of medical gases in United Republic of Tanzania and Zanzibar.
  - 3.2 to purchase, stock, distribute, sell or otherwise deal in various gases like Oxygen, Anesthetic Gases, Liquefied Petroleum Gas (LPG), Chlorine or other disinfecting gases or other gases useful for hospitals and other facilities;
  - 3.3 to carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealer, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, coal gas, natural gas, helium and other types and kinds of gases, mineral oil motor and aviation spirit, diesel oil, kerosene, diverse hydrocarbon oils and their blends including synthetic fuels and lubricating oils required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts, communication objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants, producing water, chemicals or fuels, pesticide, defence or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets appliances, and accessories required for; working on, using or producing any of such gases, oils and products;

- 3.4 to carry on business as manufacturers, formulators, processors, producers, growers, fermentators, distillers, refiners, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in acids and alkalies, salts, inorganic and organic compounds, solvents, compressed gases, coal, chemicals, petrochemicals, plastics, surface coatings, adhesives, fertilizers, pesticides, rubbers, cement, cryogenics, food additives, dyes and inks, intermediates, pulp and paper, cosmetics and fragrances, detergents and soaps, sanitary chemicals, propellants, explosives, pharmaceuticals, glass and ceramics, manmade fibres, sugars, and starches, fine chemicals, photographic chemicals, water purification salts and chemicals pigments, vegetable tanning and extracts, petroleum product, fuel and industrial gases and all inorganic and organic chemicals and compounds of any kind.
- 3.5 to acquire, purchase, store, import, export, be a broker with respect to, transport, sell, and/or distribute Liquefied Petroleum Gas (LPG) and reduce carbon footprint in Tanzania;
- 3.6 to establish and operate industrial units for the production and processing of LPG and to establish units for the packaging and preservation thereof;
- 3.7 to establish and operate factories for the industrial processing and storage of LPG, packaging materials and perform any marketing related thereto as well as to perform any industrial and commercial activities or business relating to this purpose;
- 3.8 to establish, operate and exploit LPG distribution stations;
- 3.9 to undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any program of rural development and to assist, execution and promotion thereof either directly or through any independent agency or in any other manner;
- 3.10 to establish and operate facilities serving the Company's objects and the objects of other companies to be established or undertakings which are connected or cooperate with the Company as well as to render various general services to those companies or undertakings;
- 3.11 to carry on any other trade or business whatsoever whether manufacturing or otherwise which can in the opinion of the Company, be advantageous or convenient carried on by the Company by way of extension of or in connection with any such business as aforesaid;

- 3.12 to undertake or promote scientific research related to any business or class of business in which the Company is interested;
- 3.13 to carry on any commercial or industrial activities for the development or marketing, in Tanzania and abroad, with respect to the above-mentioned products and any products, in general, being offered by the Company;
- 3.14 to participate in and cooperate with other enterprises/concerns of any nature whatsoever with analogous, similar, supplementary or simply useful objects in any way whatsoever for the accomplishment, even on an indirect basis, of the Company's objects, as well as to represent, directly or indirectly, Tanzania or foreign companies with similar objects;
- 3.15 to grant third party guarantees or ordinary guarantees or any security of any form whatsoever in favor of any natural person or legal entities or in favor of companies of any form/nature whatsoever and generally to perform any act aiming directly or indirectly at achieving any of the aforementioned objects;
- 3.16 to become a member of other bodies of persons and association including societies, clubs and companies in Tanzania or outside, whether formed for profit, public benefit or non-profit making activities;
- 3.17 to purchase, take on lease in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business;
- 3.18 to lend and advance money or give credit to such person, companies, corporation or firms and on such terms as may seem expedient and in particular, to customers and others having dealing with the Company and to release or discharge any debt or obligation owing to the Company;
- 3.19 to receive money on deposit or loan and borrow or raise money in such a manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage charge in lien upon all or any of the property or assets of the Company, both present and future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any person or Company of any obligation undertaken by the Company or any other person or Company as the case may be;
- 3.20 to acquire and undertake the whole or any part of business, property or any liabilities of any person or Company carrying on or proposing to

carry business which the Company is proposing to carry on or any business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the Company and agree to their liabilities and to conduct, carry on or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the Company and agree to their liabilities and to conduct, carry on or liquidate all or any of such business;

- 3.21 to improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any other part of the property and right of the Company;
- 3.22 to pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or any other securities of the Company credited as paid up in full or otherwise;
- 3.23 to take on lease, hire purchase or acquire license or otherwise any lands, plantations, rights over or connected with lands, wells, factories plants, buildings, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery apparatus, stock in trade, right, privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business the Company is authorized to carry on and pay for the same either in form of cash, shares of the Company or partly in cash and partly shares or otherwise;
- 3.24 to establish branches or appoint in or outside Tanzania for in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale of property and the collection and receipt of money;
- 3.25 to establish, promote or concur in establishment or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares;
- 3.26 to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in share and partly in cash or otherwise;

- 3.27 to form, promote, subsidize and assist companies and partnerships having similar objects in any manner as may be thought fit in connection with any of the objects of the Company;
- 3.28 to search for and to purchase, protect, pooling, renew or otherwise acquire from any government, state or authority any patents, protection, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account to work, develop, carry out exercise and turn to account the same;
- 3.29 to hold, use, work, manage, improve, carry on and develop the lands and movable and immovable estate or property and other assets of any kind of the Company or any part thereof;
- 3.30 to let, mortgage or sell or otherwise dispose of any property of the Company or any part thereof either absolutely or conditionally and in such manner and upon such terms and conditions in all aspects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise;
- 3.31 to set up, incorporate and manage, provide and/or participate in providing venture capital, risk capital foundation, including giving guarantee or such other financial assistance as may be conducive for development of new enterprises, innovative methods of production and development of existing and new technology, to identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of industries on macro and micro level, to undertake appropriate service to identify scope or potential for economic and industrial development in any particular geographical area or location whether in Tanzania or abroad, to act as lead managers in respect of project assignments by undertaking follow up, supervision and co-ordination work at the instance, behest or on behalf of banks, financial institutions, companies, bodies corporate and to monitor the same to the participants, to act as an adviser in the management of undertakings, business enterprises, offices, trade, occupations and professions by introducing modern methods and techniques and systems and render all assistance as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial, or otherwise and to act as an adviser in the selection of technical process, economic size, source of plant and machinery or other utilities for business entrepreneurs;


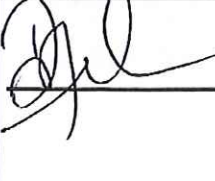
3.32 to obtain all powers and authorities necessary to carry out or extend any of the above objects; and

3.33 it is hereby declared that in the interpretation of these clauses the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph or to be name of the company or by the juxtaposition of two or more objects and that in the event of any ambiguity every paragraph hereto including this clause shall be construed in such a way as to widen and not to restrict the powers of the Company.

4. The liability of the members is limited.


5. The authorized share capital of the Company at the date of registration of this Memorandum of Association is **Tanzania Shillings One Hundred Million (TZS 100,000,000.00)** divided into **One Hundred Thousand (100,000)** ordinary shares of **Tanzanian Shillings One Thousand (1,000.00)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.

We, the persons whose names, addresses and descriptions 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(s) of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Description of subscribers	No. of Shares Taken	Signatures
ONE GLOBAL HEALTHCARE UK LTD, 1 <sup>ST</sup> FLOOR, 48 CHANCERY LANE, WC2A 1JF, LONDON, UNITED KINGDOM.	70,000	
DEEPAK MEHTA, APARTMENT 1901, MARINA MANSION, P.O. BOX 17670, DUBAI, UNITED ARAB EMIRATES.	80,000	

DATED the 27 day of JUNE, 2023

Witness to the above signatures:

Name: JOHN MFANGAVO  
 Signature:   
 Qualification: COMMISSIONER FOR OATHS  
 Date: 27 / 06 / 2023

