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21/05/2023  
Retrieved

**THE COMPANIES ORDINANCE ( CAP . 212 )**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HOTEL PLANET COMPANY LIMITED**

1. The name of the company is 'HOTEL PLANET COMPANY LIMITED.
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:
  - (a) To carry on the business as hotel keepers, lodges, parks and amusements, restaurant, café, tavern, beer house, refreshment rooms, lodging and accommodation, licensed victualizers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks.
  - (b) To possess night clubs and casinos, swimming pools, laundries and dry cleaners, recreational, sporting and entertainment activities, mountains climbing, site seeing, tours and guide, tents and hunting, sea and scuba diving.
  - (c) To establish and set travel agencies, chartered airline owner and operator, provide information to tourists and other potential customers on tourism and all the related activities, attending trade and tourism fairs.
  - (d) To act as agents for issue of any bills, bonds, debenture stock whether or not offered to the public for subscription of any security or shares, and to undertake trusts of all kinds and the conduct of any business connected with trust of any description of the estates of deceased person, and to receive for safe custody.
  - (e) To purchase or otherwise acquire, erect, maintain, reconstruct, and adapt any real estate property necessary or convenient for the purpose of with company.



- (f) To amalgamate or enter into partnership whether perpetual or terminate for sharing profits, unions of interest, joint venture, reciprocal concession or co-operation with any person, firm from association or group of person carrying on or engaged in or about to carry on or engage in or (in the transaction or cause of action with may seem to the company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimise apprehended loss, damage or cost to the company or to such person, firm society, association or group of persons and to purchase subscribe for or, otherwise acquire and hold shares (full or partly paid up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.
- (g) To purchase or otherwise acquire all or any of the business properties and liabilities of any company society, partnership or persons, formed for all or any part of the purposes within the objective of the company and to conduct and carry on, or liquidate and wind up any such business.
- (h) To manufacture, sell and generally deal in any plant, machinery tools goods or things of any description which in the opinion of the company may be conveniently dealt with, by the company in connection with any of its objects.
- (i) To improve, manage develop, exchange mortgage, let or rent or in consideration of share of profits, either in money or kind otherwise grant licences, easements and other rights of and over and in any manner dispose of the property and right of the company.
- (j) To establish, promote or otherwise assist any company or companies for the purpose of acquiring all or any part of the property or furthering any of the objects of the company.
- (k) To sell, exchange, let, develop dispose of transfer or otherwise or otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (l) To issue or guarantee the issue of or the payment of interest on the shares debentures stock or other securities or obligations of this company.

- (m) To borrow, raise money or secure the payment whether of the company or any other person by the issue of debenture or debentures stock, perpetual or terminable bonds, mortgages, or any other forms of securities, founded or based upon or any of the property and rights of the company including its uncalled capital, or without any such security and upon such terms as to priority or otherwise as the company shall think fit.
- (n) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (o) To carry on the business of transport in rail roadways air and sea importers and exports purchasers and distributors of General kinds of goods.
- (p) To borrow, raise money or secure obligations (whether of the company or any other person) by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded or based upon or any of the property and rights of the company including its uncalled capital, or without any such security and upon such terms as to priority or otherwise as the company shall think fit.
- (q) To receive money deposits, with or without allowance of interest thereof.
- (r) To advance and lend money upon such security as may be thought proper or without taking any security hereof.
- (s) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company society or undertaking, the objects of which shall either in whole or in part, be similar to those of this company or such as may be likely to promote or advance, the interests of this company.
- (t) To establish agencies and local boards in the United Republic of Tanzania and elsewhere and to regulate and discontinue the same.
- (u) To provide the welfare of persons in the employment of the company or formerly in the employment of the company of its predecessors in the business and their wives, widows and families of such persons by grants of money, pensions or other payments and to form subscribe to or otherwise and benevolent religious, scientific national or other institution or objects, which shall have any moral or another claims to support or aid by the company by reason of the nature or the locality of its operations or otherwise.
- (v) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character the support of which will, in the opinion of the company, tend to increase its repute or popularity among its employees, its customers, or the public.

- (w) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profit or for amalgamation, with any other company or any partnership or person, carrying on business within the objects of this company.
- (x) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company could be advantageously or conveniently carried by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorised to carry on or in calculated directly or indirectly to develop any branch of the company's business or to increase the value or turn to account any of the company assets, property or rights.
- (y) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them **AND IT IS HEREBY DECLARED** that in the interpretation of this clause the powers conferred upon the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full powers to exercise all or any of the powers conferred by any part of this clause in any part of the world and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the company.

4. The liability of the members is limited.

5. The share capital of the company is Tanzania shillings one billion (TShs. 1,000,000,000), divided into one thousand (10,000 shares), of shillings one hundred thousands (TShs. 100,000) each, with power for the company to increase or reduce the said capital and to issue any part thereof of its capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein contained.

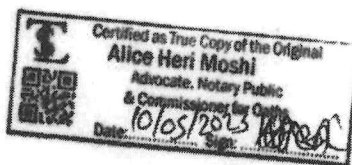
The several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this memorandum of association, and we respectively agreed to take the number of shares in the capital of the company set against the respective names.

| NAMES, ADDRESSES,<br>DESCRIPTION OF MEMBERS           | NUMBER OF SHARES<br>SHARES TAKEN<br>SUBSCRIBER | SIGNATURE OF<br>DIRECTORS |
|---|--|---------------------------|
| 1. Narcic Ernest Kilewo,<br>P.O. Box 8175,<br>Moshi.  | 9250   | <i>Keren</i>              |
| 2. Ernest Augustine Shayo<br>P.O. Box 8175,<br>Moshi. | 500  | <i>E. H. H.</i>           |
| 3. Anna Ernest Shayo<br>P. O. Box 8175,<br>Moshi      | 250  | <i>Anna</i>               |

DATED AT DAR ES SALAAM THIS 24<sup>th</sup> DAY OF Feb 2006.

WITNESS TO ABOVE SIGNATURE:

SIGNATURE: *Jacqueline DeMello*  
 NAME: Jacqueline DeMello  
 POSTAL ADDRESS: Box 76026 DSM  
 QUALIFICATION: Advocate



**THE COMPANIES ORDINANCE (CAP, 212)**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**HOTEL PLANET COMPANY LIMITED**

*Handwritten notes and signatures:*  
REPUBLIC OF KENYA  
Company Secretary  
10/05/2025  
Alice Heri Mushi  
Advocate, Notary Public  
& Commissioner for Oaths

In these articles:

1. "The Ordinance" means the Companies ordinance (Cap 212).

"The Seal" means the common seal of the company.

"The Secretary" means any person appointed to perform the duties of the secretary of the company.

Expression referring to writing shall, unless the company intention appears, be construed as including other modes of representing or reproducing words in the visible form.

Unless the context otherwise requires, words of expression contained in these Articles shall bear Articles become binding upon the company.

2. The regulation contained in Table 'A' of the first schedule to the ordinance shall not apply to the Company if:

The company is the private company and accordingly:

(a) The right to transfer shares is restricted in manner herein after prescribed.

(b) The number of members of the company (exclusive of persons who are in the employment of the company and persons who having been formerly in the employment of the company were while in such employment and have continued to be members of the company) is limited to fifty provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this Article be treated as a single member.

3. (a) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

(b) The company shall not have power to issue warrants to bearer.

4. (i) Subject to the provisions, if any, in that behalf of the memorandum of association, and without prejudice to any special rights previously conferred on the holders of existing shares may be issued with such referred, deferred or other special rights or

Certified as True Copy of the Original  
**Alice Heri Mushi**  
Advocate, Notary Public  
& Commissioner for Oaths  
Date: 10/05/2025 Sign: *[Signature]*

59. Any Corporation which is member of the company by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company and the person so authorised 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.

## BOARD OF DIRECTORS

60 Unless and until the company meeting shall otherwise determine, the number of Directors shall not be less than two but not more than seven.

The undermentioned shall be the first Directors of the company:

1. Narcis Ernest Kilewo

2. Anna Ernest Shayo

(a) The remuneration of Directors shall from time to time be determined by the company in General Meeting.

(b) In addition to their usual remuneration, the Directors shall also be paid such travelling hotel, and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors.

61. (a) Each Director may nominate in writing to the secretary a person approved by his co-directors to act as Alternate Director in his place during his absence or inability to act as such Director.

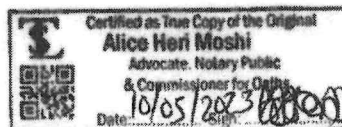
(b) On such appointment being made, the Alternate Director shall, except as regards remuneration be subject to all respect to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director shall enjoy all the rights of and exercise and discharge all the duties of the Directors he represents.

## BORROWING POWERS

62 The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital 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 of any third party.

## POWERS AND DUTIES OF DIRECTORS

63 The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not, by the ordinance, or by these articles required to be exercised by the company in General Meeting, subject, nevertheless, to any regulation of these articles, to the provision of the ordinance, and to such



rights to the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of the different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities wherein there is any liability.

**INDEMNITY**

102. Every Director, Agent, Auditors, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the Company against any liability incurred in defending in such capacity and proceeding whether civil, criminal, in which judgement is given in his favour or in which he is acquitted.

| NAMES, ADDRESS OF SUBSCRIBERS                          | NUMBER OF SHARES TAKEN | SIGNATURES OF SUBSCRIBERS |
|--|------------------------|---------------------------|
| 1. Narcis Ernest<br>P.O. Box 8175,<br>Moshi.           | 9250                   | <i>[Signature]</i>        |
| 2. Ernest Augustine Shayo,<br>P.O. Box 8175,<br>Moshi. | 500                    | <i>[Signature]</i>        |
| 3. Anna Ernest Shayo,<br>P. O. Box 8175,<br>Moshi.     | 250                    | <i>[Signature]</i>        |

DATED AT DAR ES SALAAM THIS 24<sup>th</sup> DATE OF Feb 2006.

WITNESS TO THE ABOVE SIGNATURE:

SIGNATURE: *[Signature]*  
 NAME: Joacume Demello  
 POSTAL ADDRESS: Box 76026 DSW  
 QUALIFICATION: Advocate

