

THE COMPANIES ORDINANCE (CAP. 212)
COMPANIES LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

TANZANIA POULTRY FARMS LIMITED

Incorporated this 10th day of June 1996

DRAWN BY:

SALEHE SALEM BATHAWAB
(SUBSCRIBER)
P.O. BOX 5058
DAR ES SALAAM



A
04-06-2025

(d.2) To carry on the business of selling, distribution of all products of any description, printers and publishers, periodicals, maps, guides, news paper sellers, foreign correspondents and advertising agents, exporters and importers and to buy, sell, hire, manufacture, barter trade and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency, commission commercial, industrial manufacturers, mercantile, insurance and financial business and manufacturers representatives, consultancy services.

(e) To draw, make, accept, andorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit-sharing arrangement with, and to co-operative in any way with or assist or subsidize any Company, firm or person.

To promote or concur in the promotion of any company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of the contracts, or obligations of and the payment and repayment of the capital and principal of, and divides, interest of premiums payable on any stock, shares and securities of any Company, firm, or person, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(g) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.

To acquire any shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally 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.

(i) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.

- (j) To engage in and carry on the business as bakers and confectioners and manufacturers and dealers in sweets, chocolates, bread flour, biscuits, confectionery farinaceous compounds and materials, tea, coffee, cocoa and other food products and beverages, to engage in and carry on the business and growers of food crops, vegetables, flowers and deal in the business of dairy and ranch farmers, poultry, keepers and producer of crops for export and local market.
- (k) To engage in prospecting for all minerals, precious and semi precious stones and polish cut all types of permitted minerals precious stones and semi-precious stones and to engage in the business of exploration of the same, to deal in timber business and timber products and to subscribe or purchase or hold shares in any Company with the same or similar objectives.
- To enter into and carry into effect any arrangement for joint working in business or for sharing of profits or for amalgamation with any other Company or any partnership of person carrying on business within the objects of this Company, to procure to be registered or recognized in any foreign country, to sell, dispose of or transfer the business, property and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept.
- (m) To carry on the business of hospitals, dispensary, health clinics, body clinics, fitness centres, therapy clinics, beauty clinics, health centres, herbal clinics, cosmetic surgery and health consultants, to carry on the business of pharmaceutical, chemists, druggists, also as wholesale retailers of pharmaceutical chemists and druggists and of the dispensing of medicines and the business of chemists and druggists and dealers in surgical instruments and appliances, dealers in preparatory articles of all kinds and of electrical chemists, surgical and scientific apparatus and materials, medical and laboratory equipments.
- (n) To carry on business of cosmetic, toiletries, perfumaries, deodorants, skin preparatus, essential oils, body spray, shaving creams and lotions of all kind and descriptions, toilet soaps, laundry soaps, bleaching agents and detergents of all kinds.
- (o) To carry on business of photography, audio visual, film studios, all kind of photographic and film services, video services, dealers in all kind of photographic equipments, audio visual equipments, video equipments and satellite equipments, video libraries, broadcasting television and radio.

- (p) To carry on the business of manufacturers, importers and exporters and dealers of industrial, agricultural and automobile spare parts, motor vehicles, trucks, cars, lorries, equipments, electrical equipments, machinery, hardware, building materials, motor-cycles, tyres, tubes and spare parts of every description, all appliances, apparatus, lubricants, grease, petrolcum solutions, enamel, paints and all fittings capable of being used in connection with the manufacturer of the items mentioned in this paragraph.
- (q) To carry on the business as manufacturers and buyers, sellers, of and dealers in wood works, suppliers of all kinds of wood, timber, veneers, plywood, mouldings, wooden, plastic and metal goods and products of all kinds, hard board, fibre-board, card-board, paper string, rope, shellac, french polish, tools of all kinds, grind-stones, pins, screws, hinges, nuts, bolts, nails, fastners, iron-mongery, hardware and similar goods.
- (r) To carry on the business of general merchants and commission agents, good spinners, ginners, rice, maize, soap and flour millers; manufacturers or representatives; provision merchants, green grocers, dealers in hardware, grain, produce merchants, carpets and piece of goods merchants, importers and exporters, general wholesale and retail merchants, dealers in hosiery, cutlery fancy goods, glassware, enamelware, brassware, jewellery precious stones, earnings, gifts, novelties, toys, radios, musical instruments, electric goods, watches and cosmetics, land and estate agents, auctioneers, tobacconists, clearing and forwarding agents, insurance agents, dealers in petrol lubricants, petroleum products and all types of vehicles and service station proprietors and manufacture and deal in the business of leather goods.
- (s) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (t) To enter into (partnership or into) any arrangements for sharing profits, union or interests, Co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or Company, and to take or otherwise acquire shares and securities of any such Company, and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

- (u) To promote any other Company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.
- (v) To lend and advance money or give credit to such persons, firm or Companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or Companies for the due payment of money for the performance of any obligations or liabilities.
- To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or 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 other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be.
- (x) To establish and support or aid in the establishment and support of association, institutions, funds, trusts and clubs calculated to benefit the employees or ex-employees of the Company, or any of its predecessors in business, or of any Company which is a subsidiary Company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company, or any such predecessor or such Company as aforesaid, or the relations connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (y) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures or securities of any Company purchasing the same.

- (z) To carry on the business or trade and deal in the export of all wild like birds, live animals, live game and generally any kind of pets for sale and export within the country, neighbouring countries and other foreign countries and to improve, prepare for export, import, deal and trade in carvings, paintings, curios, game skins, pottery, leather and leather goods, clothes, batiks, wattle barks, coconuts and coconut by-products, beeswax, meat butter, ghee, cooking oils, charcoal, corn flour, cloves, cheese and commodities from by-products of milk.
- (aa) To carry on and deal in the business of pharmaceuticals, medical preparations chemicals, animal feeds, manufacturing, making and assembling of machines equipment, plants, vessels, devices, of all descriptions using modern technology appropriate and applicable to veterinary and agricultural industries.
- (bb) To engage in, conduct in and between any and all the regions and districts in Tanzania, neighbouring countries and other foreign countries, as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidating, distributing, wharfage, contracting, loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air, highway, water and rail, road between cities, towns, villages and other places in various parts of the world person, bills notes, packages, merchandise, luggages, goods, wares, parcels and other movable and personal property over and on such lines and routes as may from time to time exist and generally to act as agents for land and estate, brokers, charterers, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.
- (c) To carry on all or any of the business of stationers, printers, lithographers, stero typers, electrotypers, engravers, photographic printers, photolithographers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rules, numerical printers, paper makers, paper bags and account book makers, box makers, flax and box file makers, cardboard manufacturers, type foundries, photographers, manufacturers of and dealers in playing, visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment, stamp, agents for payments of stamps and other duties, advertising agents, designers, draftsmen, manufacturers, book sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services

- (dd) To carry on the business of meal manufacturing, grain, seed, cake, corn, hay-straw and fodder merchants, varnish and paint makers, candle and stearin makers and manufacturers of lard and margarine, hydrogenated oils, glycerine and inks of all kinds.
- (ee) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufacturers of artificial manures and fertilizers of every description, manufacturers of soaps of all kinds and be wholesalers and retail dealers thereof, flax, cotton oil, cake, corn, merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants or representatives of overseas or local manufacturers, industrialists or other like organisation in any type of goods, products or commodities.
- (ff) To transact any and every description of agency, commission, commercial, industrial, manufacturing, merchantile and financial business, and to carry on the business of clearing and forwarding agents, shipping agents, commission agents, customs agents, provisional merchants, stockists, importers, retailers and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach properties and carriers, boat owners, ship owners, amusement carriers and jobmasters.
- (gg) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial ginnery spares, agricultural machinery, etc.
- (hh) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the company is authorised to carry on, or possess property suitable for the purpose of this Company.
- (ii) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (jj) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (kk) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art of interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

- (ii) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any characters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (mm) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (nn) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.
- (oo) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (pp) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or 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 other person or Company of any obligation undertaken by the Company or any other person or company as the case may be.
- (qq) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.

(rr)

To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such person, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance pensions or other benefits to or any Directors or employees of the company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premium in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.

(ss)

To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(tt)

To purchase or otherwise acquire letters, patents, brevets d'invention, concessions, licences, rights and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patents, brevets, d'invention, concessions, licences, rights and privileges, whether in East Africa or in any other part of the world.

(uu)

To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any places in which the Company may have interests, and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or effecting any modification in to on constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other Company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members.

(vv)

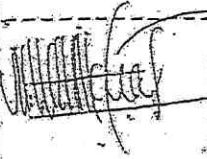
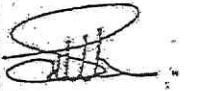



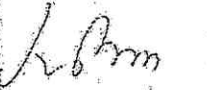
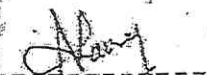
To take part in formation, management, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other experts or agents.

- (ww) To procure the registration of the Company in or under the laws of any place outside Tanzania.
- (xx) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other Company or corporation.
- (yy) To distribute among the members of the Company in kind any property of the Company, and in particular any shares or securities of other Companies belonging to this Company.
- (zz) To act as agents, or brokers and as trustees for any person or Company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- (aaa) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.

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 persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.

1. The liability of the members is limited.
2. The authorised share capital of the Company is Shillings 10,000,000/= divided into 10,000 shares of Shillings 1,000/= each.

E, the several person 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 of shares in the capital of the Company opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
SALEHE SALEM BATHAWAB P.O. BOX 5055 DAR ES SALAAM	40	
TARIQ SALEH AHMED P.O. BOX 5055 DAR ES SALAAM	10	
AMIN SALEH BATHAWAB P.O. BOX 5055 DAR ES SALAAM	10	
ABDUSSALAM SALEH BATHAWAB P.O. BOX 5055 DAR ES SALAAM	10	
SALIM SALEH BATHAWAB P.O. BOX 5055 DAR ES SALAAM	10	
DR. LUBEKO BAKARI MVUNGI P.O. BOX 5055, DAR ES SALAAM	10	
DR. ALI MBARAK MUHOUREQ P.O. BOX 5055 DAR ES SALAAM	10	

DATED at Dar es Salaam this 10th day of June, 1990

WITNESS to the above Signatures:

NAME :
SIGNATURE:
POSTAL ADDRESS: 1553
QUALIFICATION: Advocate



THE COMPANIES ORDINANCE (CAP. 212)
 COMPANY LIMITED BY SHARES
 ARTICLES OF ASSOCIATION
 OF
 TANZANIA POULTRY FARMS LIMITED
 PRELIMINARY

Stamp Duty Officer
 Receipt No. 237/4576
 PAID ON ORIGINAL
 Stamp Duty Officer

1. In these regulations:

"The ordinance" mean the Companies Ordinance Chapter 212 of the Laws of Tanganyika.

When any provision of the Ordinance is referred to the reference in that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become 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 words importing persons shall include bodies, corporate, partnership, firms, co-operative societies, etc.

The regulation of Table 'A' in the First schedule to the Companies Ordinance (hereinafter called Table 'A' shall apply to the Company, save in so far as they are varied or exclude hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail. and in addition to substitution for or modification of the provisions of Table 'A' the following shall be the regulations of the Company.

PRIVATE COMPANY

The Compa is a Private and accordingly:-

- (a) The right to transfer share 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 and of persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment 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 regulation be treated as a 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 shares, warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.
4. Subject to Clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
- (a) No share shall be transferred to a person who is not a member, so long as there is a member or any person selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
- (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares 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 such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring 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 PROCEEDING AT GENERAL MEETING

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:-
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

- (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
 - (b) The following persons shall be the first Directors to the Company:-
 - (1) SALEHE SALEM BATHAWAB
 - (2) TARIQ SALEH AHMED
 - (3) AMIN SALEH BATHAWAB
 - (4) ABDOUSSALAM SALEH BATHAWAB
 - (5) SALIM SALEH BATHAWAB
 - (6) DR. LUBEKO BAKARI MVUNGI
 - (7) DR. ALI MBARAK MUHOUREQ
7. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed, by Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business any sum or sums of moneys as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets for the Company, or not charged, or such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Directors may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

14. With the sanction of the special resolution of the Shareholders, any part of the assets of the Company including any shares in other companies may be divided between the members of the Company in specie or may be vested in Trustee 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 whereupon there is any liability.

INDEMNITY

15. Every Director, Managing Director, Agent, Auditor, Secretary and other office for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or is in connection with any application (under Section 245 of the Ordinance) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by Special Resolution make alterations or additions to the Articles of Association and any such alterations or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

17. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reason of these Articles or the Ordinance, 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 thirty (30) days the procedure laid down in the Arbitration Ordinance (Cap. 15) or any then existing statutory modifications or re-enactments thereof shall apply.



Handwritten signature or initials.

Handwritten date: 04-06-2025