

THE COMPANIES ORDINANCE (CAP. 212)

— OF —

COMPANY LIMITED BY SHARES

— OF —

Memorandum
AND
Articles of Association
OF

KIGOMA HILL TOP HOTEL LIMITED

— OF —

Incorporated this day of 19

— OF —

HITESH PRAVIN POPAT LOBHIA
DIRECTOR & PROMOTER
P.O. BOX 1160
KIGOMA.

Certified as True Copy of the Original
Michael Mwangati
Advocate, Notary Public & Commissioner
for Oaths
Sign: [Signature]
Date: 11/7/2023

TANZANIA
STAMP DUTY SLIP
15/992685
20-01-1992
ASSOCIATION OF COMPANIES

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KIGOMAHILL TOP HOTEL LIMITED

KIGOMA

1. The name of the Company is HILL TOP HOTEL LIMITED
2. The Registered Office of the Company will be situated in the Republic of Tanzania.
3. The objects for which the Company is established are:-
 - a) To carry on the business of Tour operators, tourist and travel agency, and generally to act as and for persons providing facilities for tours, accommodation and other related matters. To act as national and international airline ticket agents, to arrange travel bookings of all types, and to carry on any business which in the opinion of the director may conveniently be carried on in conjunction therewith.
 - b) To carry on the business of air charters, cargo flights, mail transport, aircraft hire, leasing and crop aerial spraying for crop protection, and airline business in all its forms. Repair and maintenance of aircraft of all types, dealing in aircraft spareparts, buying and selling of all types of aircraft.
 - c) To carry on the business of Safari promoters and undertakers generally, and in particular to arrange and manage hunting safaris, and hunting outfitters phot. safaris, adventure tours, fishing trips, handling of game trophies and animal skins, handling and servicing of firearms, film and T.V. equipments, radio communication equipment, catching, harbouring, transporting importing, exporting of all types of live animals, birds, wildlife game, reptiles, fish, etc.
 - d) To establish and operate tourist game lodges, hotels, restaurants, wildlife camps, catering services, handling/processing of food stuffs, drinks, liquores, beverages etc. outfitters for the film and T.V. producing industry.
 - e) To own Cars, Lorries, Buses for hiring, bus operators including repairs, service and maintenance, dealing in passenger services on land, sea and air.

- (f) To carry on the business of deep sea and lake and river fishing, boat hiring services, diving outfitters, repair and maintenance of all types of marine equipment.
- (g) To carry on the business of buying and selling, dealing, repairing, maintaining of all types of machinery, apparatus, gadgets, milling, processing equipments, cooking facilities, crockeries, furnitures, electrical equipments, lifts, cooling and airconditioning equipment compressors, steam boilers, generating sets, cranes, in connection with the above mentioned activities.
- (h) To carry on the business of custom clearing and forwarding agents, import and export documentations, dealing in foreign currency and international bankers, travel documents, handling, packing, storing of goods and warehousing.
- (i) To carry on the business of growing, buying and selling, storing, processing, importing, and exporting all types of crops, food stuff, meat, fish medicines, vegetables, flowers, timber, grains, etc. in connection with the above mentioned activities.
- (j) To carry on business as proprietors, hires, operators and charters of land, water and air vehicles and craft of all kinds and howsoever propelled and to manufacture, import, export, buy sell, take and let on hire, repair modify, store and deal in such vehicles and craft and all other things used for or in connection therewith, as well as fuel, spare parts and accessories of all parts for the same and to carry on business as carriers of passengers, freight and mail by land, sea and air.
- (k) To carry on the business of carters, hoteliers, restaurants proprietor and of safari lodges, camps, motels and refreshment rooms, licenced victuallers and proprietors of places or recreation sport and amusement and all business and traders incidental or similar thereto, or required to be or capable of being carried on in conjunction therewith.
- (l) To buy, sell, manufacture, import, export, let on hire, repair, clear, store and otherwise deal in all kinds of merchandise, goods, material and produce.
- (m) To carry on and transact any other business and operations, commercial, financial, agricultural or otherwise which the Company and think directly or indirectly conducive of any of its objects or capable or being conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (n) To prospect, examine and explore territories and places in Africa or elsewhere and to equip explorations, hunting, game or other expeditions, to act as agents for the supply of labour and necessaries for all undertakings and to employ commissions, experts and other agents.

- (o) To carry on business as tourists, agents and contractors and to facilitate travelling and to provide for tourists and travellers, or promote the provision of conveniences of all kinds in the way of through ticket circular tickets sleeping cars or berths, reserved places, hotel and lodging accommodations, guides, safe deposits, inquiry bureaux, baggage transport and otherwise.
- (p) To carry on the business of importers, exporters, warehousemen, railway and shipping agents, forwarding agents, transporters of goods and persons, produce exporters and brokers, merchantile agents and generally all kinds of agency business.
- (r) To guarantee or become liable for the payment of money or for the performance or any obligations and generally to transact all kinds of guarantee business.
- (s) To purchase, on lease or by any other means acquire any movable or property in africa or elsewhere for any estate or interest whatever, and any rights, privilege or easements, over or in respect of any property, and anyrights, buildings, factori~~as~~, mills machinery engines, rolling stock, plant, live and dead stock or things whatsoever.
- (t) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of a render profitable any of the Company's property or rights.
- (u) To acquire and undertake the whole of any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (v) To enter into hire, hire purchases and other agreements in respect of goods and articles dealt with and services supplied by the Company and to negotiate, assign, morthage or pledge for cash or otherwise any such agreements or any payments or rights occurring.
- (w) To apply for, purchase or otherwise acquire, any patents, brevet~~x~~ invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property rights or information so acquired.
- (x) To enter into partnership or into any arrangement for sharing profits union of interests, co-operation, joint adventure, reciprocal concession or otherwise, if any person or Company carryngor on engaged in, or any business to transaction capable of being conducted so as directly or indirectly to benefit the Company. And to t ke or otherwise acquire shares and securities of any such Company or otherwise deal with the same.

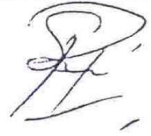
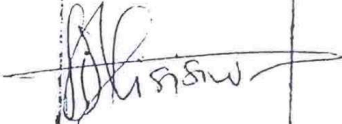
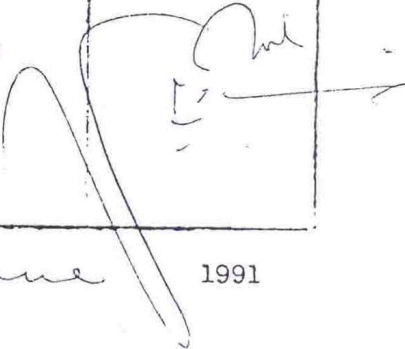
- (y) To take, or otherwise acquire and hold shares in any one Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (z) To enter into any arrangement with any government or authorities, supreme municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concession which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, p privileges and concessions.
- (aa) To establish and support or aid in the established and support to associate, institutions, funds, trusts, and conveniences, calculate to benefit employees or ex-employees of the Company or the dependants dependants or concessions of such persons and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions or for any public, general or useful object.
- (bb) To promote any company or companies for the purpose of acquiring all or any of the property, rights or liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (cc) To invest and deal with the moneys of the Company not immediately required in such amanner as may from time to time be determined.
- (dd) To lend money to such persons or companies and on such terms as may seem expedients and in particular to customers and other having dealing with the Company and to guarantee the performance of contracts by any such persons or Companies.
- (ee) To pay all expenses incurred in the formation and corporation of the Company either by payment in cash or by the allotment to such persons, firms or Company of fully or partly paid shares of the Company.
- (ff) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures stock, perpetual or otherwise, charged upon all or any of the Company's propety (both present and future) including its uncalled capital and to purchase, redeem or pay any such securities.
- (gg) To act as agents, broker and trustees for any person or Company and to undertake and perform contracts and sub-contracts and also to act in any of the business of the Company therewith or by means of agents, brokers, sub-contractors or others.
- (hh) To adopt such means of making known to the objects of the Company as may seem expedient and to particular by advertisement in the press by circular, by publication of books, perodicals and otherways.

- (ii) To amalgamate with any other Company having objects altogether or in part similar to those of the Company.
- (jj) To remunerate any person or Company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital of any debentures, debenture stocks, or other securities, of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (kk) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (ll) To sell or dispose of the undertaking of the Company or any part thereof such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of the Company.
- (mm) To obtain any provisional order or act for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient to oppose any proceedings of applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (nn) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn in account or otherwise deal with all or any part of the property and rights of the Company.
- (oo) To procure the Company to be registered incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (pp) To distribute any of the property of the Company among the Members in specie.
- (qq) To do all or any of the above things in any part of the world and as principals; trustees, agents, contractors or otherwise, and by or through trustee, agents or otherwise and either alone or in conjunction with others.
- (rr) To do all such other things as are incidental or conducive to the attainment of the objects.
- (ss) To 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 thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the World and notwithstanding that the business, undertaking property or any part of act proposed to be transacted, acquired,

dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The liability of the Members is Limited,
5. That the Authorised Shares Capital of the Company is Tanzania Shs. 1,000,000/= made of 100 Shares of Shs. 10,000/= each. With power for the Company to increase with or without any preference priority or special privilege or subject, to any postponement of rights, or to any conditions of issue shall otherwise expressly of rights, or to any conditions of issue shall otherwise declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

WE, the several persons whose names, addresses and description 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, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBERS OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
HITESH PRAVIN POPAT LOPIA P. O. BOX 1160, <u>KIGOMA.</u> DIRECTOR.	FOURTY SEVEN	
DEUDEDIT KISISIWE, P. O. BOX 19746, <u>DAR ES SALAAM.</u> DIRECTOR	SIX	
MOHSIN ABDALLAH, P. O. BOX 1160, <u>KIGOMA.</u> DIRECTOR	FOURTY SEVEN	

DATED this 6th day of June 1991

WITNESS to the above Signatures:-

Handwritten notes on the left side of the page, including "AS/992685" and "20-01-1992".

THE COMPANIES ORDINANCE (CAP. 112)

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF

HILL TOP HOTEL LIMITED

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PRELIMINARY

1. The Regulations contained in Table 'A' in the first schedule to the Companies Ordinance 1931 hereinafter referred to as Table 'A' shall apply except in so far as they are excluded or varied hereby and in particular Article 11, 19, 50, 58, 54, 66, 69, 73 to 80 82 and 101 shall not apply to this Company but in lieu thereof and in addition to the remaining articles of Table 'A' the following shall be the regulations of the Company. If there is any inconsistency between the articles herein contained and those of Table 'A' the articles herein shall prevail.
2. The Company is registered as a Private Company and accordingly:-
 - (a) The right to transfer the shares is restricted in the manner hereinafter provided.
 - (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 after the determination of such employment to be Members of the Company) shall not at any time exceed fifty. Provide that where two or more persons hold one or more shares jointly in the Company they shall for the purpose of this article be treated as a Single Member.
 - (c) Any invitation of the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

3. Subject to the provisions of these Articles, the shares shall be under the control of the Directors who may allot or dispose of the same at such price either at par or at premium or (subject to the provisions of the Ordinance) at a discount and at such times and in such manner as they think fit, with full power to give any person the right to call for the allotment of any shares at par or at premium and for such time and for such consideration as the Directors think fit.

4. No persons shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by, or recognise any equitable, contingent, future, further or partial interest in any share or fractional part of a share, or (except as by these presents expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER AND TRANSMISSION OF SHARES

5. Any share may be transferred at any time by a Member to another Member or to a wife, husband, son, daughter, brother or nephew of the transferred Member and any share of a deceased Member may be transferred by his legal personal representative, executor, or administrator to any of the said relations of the deceased Member (as hereinbefore specified) to whom the deceased Member may have specifically bequeathed the same, provided that the Directors may decline to register any transfer of shares on which the Company has a lien and the Directors shall have an absolute right to refuse to register the transfer of any share whether the proposed transfer be a Member of the Company or one of the aforesaid relations of a Member of the Company or not without assigning any reason thereof the Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shilling is paid to the Company in respect thereof and (b) the instrument of transfer is accompanied by the certificate of shares to which it related and such other evidence as the Directors may reasonable require to show the right of the transferer to make transfer.
6. Save as hereby otherwise provided, no share shall be transferred to any person who is a member of the Company so long as any member of the Company is willing to purchase the same at the fair value which shall be determined by the Directors as and when occasion or such transfer arises and the determination of Director shall be accepted as a "fair value."

BORROWING POWERS

7. The Directors may from time to time, raise or borrow or may themselves lend for the purpose of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid, by mortgage or charge upon the whole or part of the property and assets of the Company, present and future including its uncalled capital, or by the issue at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company or in such way as the Directors may think fit.
8. The quorum required by Article 45 of Table 'A' shall be two Members present and the said Article 45 shall be modified accordingly.


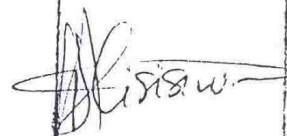

9. Any ordinary resolution of the Company determined without any General Meeting and evidence by writing under the hand of majority of the Directors and of the Members of the Company, holding three-fourths of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.
10. A General Meeting, ordinary or extraordinary, may with the consent in writing or all members for the time being, be convened on a shorter notice than seven days or without notice.

DIRECTOR

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two or more than seven.
12. The following persons shall be the first Directors of the Company:

NITESH PRAVIN ARJUN
MOHSIN ABDALLAH
13. A Director shall not be required to hold any shares of the Company.
14. It shall not be necessary to give notice of a meeting of the Directors to a Director who is not within the United Republic of Tanzania at the notice calling such meeting is issued.
15. A resolution in writing, signed or initialed by all the Directors in the United Republic of Tanzania being not less than two shall be as valid and effectual as if it has been passed at a Meeting of the Directors duly called and constituted.
16. The quorum for transacting business shall unless otherwise determined by the Directors be two.
17. No Directors or other officer of the Company acting in good faith and within the scope of his duties, shall be liable for any loss damage, or misfortune whatever which may occur, whether the same be occasioned by any mistake, error, oversight or omission on his part or not.
18. Every Director and other officer of the Company shall be entitled to have reimbursed out of the fund of the Company all travelling and other expenses which he may from time to time incur in the discharge or attempted to discharge of his duties and be indemnified by the Company against all liabilities whatsoever which he may from time to time take upon himself as agent of the Company or for his benefit or intended benefit.

19. In a winding up, the liquidator may, with the sanction of any extraordinary resolution, distribute all or any of the assets in specie among the Members in such proportion and manner as may be determined by resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the Members, every Member shall have the same right of dissent and other auxiliary rights as if such resolution were a special resolution were a special passed pursuant to section 130 of Company Ordinance 1931.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS	NUMBERS OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
<p>HITESH PRAVIN POPAT LOBHIA P. O. BOX 1160, <u>KIGOMA.</u> DIRECTOR</p>	<p>FOURTY SEWEN</p>	
<p>DEUSDEDIT KISISIWE, P. O. BOX 19746, <u>DAR ES SALAAM.</u> DIRECTOR</p>	<p>SIX</p>	
<p>MOHSIN ABDALLAH, P. O. BOX 1160, <u>KIGOMA.</u> DIRECTOR</p>	<p>FOURTY SEVEN</p>	

DATED this 6th day of June 1991

WITNESS to the above Signatures:-

A. K. Mbwana
 ACCOUNTANT
 MANAGEMENT & TAX CONSULTANTS
 P. O. BOX 19746
 DAR ES SALAAM
