

**THE COMPANIES ACT, [CAP 212 R.E. 2023]**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**TRANSOM TANZANIA LIMITED**

**Dated on this ..... Day of ..... 2025**

**DRAWN BY:**

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**THE COMPANIES ACT, [CAP 212 R.E. 2023]**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**TRANSOM TANZANIA LIMITED**

1. The name of the company is “**TRANSOM TANZANIA LIMITED**”
2. The registered company will be situated at Tanzania Mainland.
3. The objects for which the company is established are:
  - a. Freight air transport, Main activity
  - b. Construction of other civil engineering projects, Main activity
  - c. Real estates activities on a fee or contract basis, Main activity
  - d. Restaurants and mobile food service activities, Main activity
  - e. Other information service activities n.e.c.
  - f. Other professional, scientific and technical activities n.e.c, Main activity
  - g. Wholesale of other machinery and equipment, Main Activity
  - h. Travel agency activities, Main activity
  - i. Cargo handling, Main activity
  - j. Trade of construction and oil and civil engineering heavy equipment and maintenance, main activity
  - k. Retail sale in specialized stores of construction and petroleum civil engineering machinery and equipment and heavy equipment.
  - l. Loading and unloading of goods irrespective of the mode of transport used for transportation
  - m. Sale of new motor vehicle spare parts and accessories
  - n. Operation of cargo handling stations at airports.
  - o. Management of Lounges
  - p. Management of tourism project.




The objects set forth in any sub-clause of the clause shall not except when the context expressly so required, be in anywise limited or restrict by reference to or inference from the terms of any sub-clause or any name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the company shall have the full power to exercise all or any of the power conferred by any part of this in any part of the world and notwithstanding that the business undertaking, property, or acts proposed to be transected acquired, dealt with or performed do not fall within the objects of the first sub-clause of the clause.

AND it is hereby declared that the word “COMPANY” in this clause, shall be deemed to include any partnership or any other body or persons, where incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the object specified in which the paragraph of this clause shall expect where otherwise expressed in such paragraph.

4. The liability of the member is limited.

5. The share capital of the company is TZS. 50,000,000/- divided into 5,000 ordinary shares of TZS. 10,000/- each with power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amount and to issue all or any part of the said capital.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	COMPANY SEAL OF SUBSCRIBER
OMAN GROUND HANDLING LLC Oman, Muscat, Seeb-Muscat Governorate, Muscat International Airport, 111, P. O. BOX 59 SULTANATE OF OMAN.	4,999	
OMAN AVIATION INVESTMENTS SPC Oman, Muscat, Seeb-Muscat Governorate, Muscat International Airport, 111, P. O. BOX 59 SULTANATE OF OMAN.	1	 C.R 1320558 P.O.Box:19 P.C 111, Sultanate of Oman
<b>TOTAL</b>	<b>5,000</b>	

DATED and Signed at Dar es Salaam this 22<sup>ND</sup> Day of September 2025

WITNESS to the above name: ANNA TUMAINI MWITA

SIGNATURE: 

ADDRESS: Box 79745, DAR EL SALAAM

Qualification: ADVOCATE



**THE COMPANIE ACT [CAP 212 R.E 2023]**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**TRANSOM TANZANIA LIMITED**

**1. In this regulation: -**

“The Act” mean the companies Act Chapter 212 of the laws of Tanzania.

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

Unless the context otherwise required, the expressions defined in the Act 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, partnerships, firms, cooperative societies etc.

The regulation of table “A” in the first schedule of the Companies Act (hereinafter call table “A”) shall apply to the company, save in so far as they are varied or excluded here by, and the provisions under table “A” the formal shall prevail, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY**

**2. The company is the private company and accordingly: -**

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

(b) The number of the members of the company (exclusive of the persons who are in the employment of the company and of the persons who are having been formally in the employment of the company where while in 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 they shall for the purpose of this regulation be treated as single member.

(c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.

(d) The company shall not have power to issue share warrant to bearer

**TRANSFER OF SHARES**

3. The directors may in their discretion and without assigning any person, refuse to register the transfer of any shares to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership

The rights of 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 any member or any person selected by the directors so one who it is desirable in the interests of the company to admit the membership
- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the directors that the desires to make such sales or such a transfer. Such notice shall constitute the board of directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the part giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the company.
- (c) Upon the price of such shares being agreed on or determined as per clause above, the board shall forthwith give notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number of prices such shares inviting the persons to whom the 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 as such shares. At the expiration of such 21 days' notice, the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same as far as they may be proper according to the share already held by them respectively, or if there will be one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to make more than the maximum number of such share stated in answer to the notice.

Upon such appointment 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 the said price to transfer the shares to the respective shareholder or to the single shareholder or to the single shareholder who shall have agreed to purchase the same.

#### **GENERAL MEETINGS.**

#### **NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT THE GENERAL MEETINGS**

4. Article 39 to 53 of Table "A" of the Act shall apply subject to the following variations:

- (a) A general meeting, Ordinary or Extra ordinary 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 evidenced by writing under the hands of majority of the Directors and or the members of the company holding three two third of the issued shares of the company shall be valid and effectual as resolution duly passed at the general meeting of the company.

#### **DIRECTORS**

- 5. Until otherwise determined by the company in general meeting the directors shall not be less than 2 and not more than 50 in number.
- 6. The following persons shall be the first Directors of the company: -
  - 1. NASSER AHMED NASSER AL SHARJI**
  - 2. ABDUL NASSER ABDULLAH MOHAMMED AL YAMANI**
  - 3. NASR BADR HAMAD AL BUSAIDI**
- 7. The shareholding qualification for the Directors may be fixed by the company in General Meeting, and until so fixed no qualification shall be required.
- 8. The quorum of Directors for transaction of business shall, unless otherwise fixed by the directors, be two.
- 9. A resolution in writing signed by all the directors shall be as valid and effectual as if has been passed at the meeting of directors duly called and constituted.
- 10. The directors may from time to time borrow or raise any 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 such sum or sums of money 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 price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the directors may think expedient.

#### **ALTERNATE DIRECTORS**

12. Each Director may nominate a person, who shall be approved off 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 respect 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 duties and functions of the directors to whom he represents in the case of an inability to act as director whom he represents he may subjects to the like approval of the other directors appoint a dully qualified person to act on his place.

**SECRETARY**

13. The secretary shall be appointed by the board of 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 share in other companies may be divided between the members of the company is 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 whereupon there is only liability.



15. Every director, Managing director, Agent, Auditor, Secretary and officers for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with the application (under section 345 of the Act) in which relief is granted to him by the Court.

**ALTERATION OR ADDITION**

16. Subject to the provision of the Act and those contained in the Memorandum of Association the company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution

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<b>OMAN GROUND HANDLING LLC</b> Oman, Muscat, Seeb-Muscat Governorate, Muscat International Airport, 111, P. O. BOX 59	4,999	



SULTANATE OF OMAN. <b>OMAN AVIATION INVESTMENTS SPC</b> Oman, Muscat, Seeb-Muscat Governorate, Muscat International Airport, 111, P. O. BOX 59 SULTANATE OF OMAN.	1		
<b>TOTAL</b>	<b>5,000</b>		

**DATED** and Signed at Dar es Salaam this 22<sup>ND</sup> Day of **September 2025**

**WITNESS** to the above name: ..... ANNA TUMAINI MWITA .....

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