

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
AMENDED MEMORANDUM OF ASSOCIATION  
OF  
EA FRUITS FARM & COMPANY LIMITED  
AS PER RESOLUTION DATED 26<sup>TH</sup> JULY 2020

1. The name of the company "EA FRUITS FARM & COMPANY LIMITED."
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the company is established are:
  - (a) To engage in and otherwise carry on the business of planting, growing, buying, supplying, marketing and selling of livestock products, agricultural products, fruits, horticultural of all kinds and descriptions, and carry on business as importers and exporters of every kind of fruits, kind of livestock and agricultural products and other produce of the soil, and to prepare, preserve, process, cure, blend, refine, treat and render marketable any such produce either in prepared, manufactured, raw or other state.
  - (b) To be general food manufacturers, packers and suppliers, to be exporters markets, to be fruits and vegetable canners, to be manufacturers of pineapple wine, fresh fruit juices and other beverages and to be bottlers and or canneries of same to manufacture salad dressing cream, dried soup formulate and all kinds of food additives for local export markets, to be importers and distributors of all kinds of foodstuffs.
  - (c) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockiest, processors, warehousemen, agents, and to generally deal in all types of consumer goods. Hardware goods and building, groceries, mining of all kinds precious stones, foodstuffs, beverages all description, precisions items, gemstones, jewellery, rate item, dress materials and clothing and all any type of goods, merchandises stock or item of any number, size, magnitude, description and types whatsoever and operate, plague, mortgage, lease, character, sub character sell and build refuge and other related businesses.
  - (d) To improve agricultural productivity in the area, and to enhance agricultural activities in line with environmental conservation.
  - (e) To engage into increasing employment opportunities to the local people hence improve the economic, and have contract with any other company or organization, government institutions and non-government institutions for the purpose of supplying good or catering services etc.

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- (f) To buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, groceries, fruits, confectionery, grain millers and padres, other beverages, chemists and druggists' suppliers, linen furniture, furnishings and other articles required by visitors to the company's premises and others.
- (g) To manufacture, sell and generally trade in all type of non-alcoholic beverages including, but not limited to grain-bases, opaque beer, clear beer, whiskey, gin, vodka, brandy, rum, soya and milk based beverages, flavoured drinks, juices, packaged portable water etc. in different sizes of liquid packs as well as in the form of powder. Materials and deal in the livestock and or the veterinary health care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizers, insecticides, fungicides growth stimulants, agro seeds, farm implements and tools, animal feeds, veterinary drugs and any related goods in import and export agriculture and food technology, industries and equipment, manufacture and semi processed product in Tanzania and other.
- (h) To carry on the business as general suppliers of food stuffs, processors, packers, and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipment of every description, and general to del in any other business connected therewith.
- (i) To be general food manufacturers, packers and suppliers, to be exporters markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same to manufacture tomato sauces and ketchups, chilli sauces, salad dressing cream, dried soup formulate and all kinds of food additives for local export markets, to be importers and distributors of all kinds of foodstuffs.
- (j) To carry on business of selling or supplying food, to run restaurants, hotels.
- (k) To carry on all or any of the business by wholesale and retail such as food commodities and soft drinks of whatsoever kind or description and to buy, sell market import such items.
- (l) To provide consultancy on construction, architecture, quantity surveyors, landscaping, structural designs and engineering, supervision, construction labour management, estate plans and soil testing.
- (m) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, offices, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators general maintenance and decorators, garden keeper, decorations, promoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipment and chemicals.

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- (n) To carry on the business of customers robe, dress and mantle makers, tailors, silk and supplies of clothing, lingerie, trimmings of every kind, corset makers, furriers, general drapers, haberdashers, millers, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric, ribbons, perfume and flower (artificial and natural) and materials of all kinds.
- (o) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes, and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (p) To arrange beforehand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, airlines and charters, bird watching, wildlife tourism, cultural tourism, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the company.
- (q) To carry on the business of cleaning and forwarding agents, commission agents transporters, freighters, hauliers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents manufacturer's representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place of places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporter and transport agents, freight forwarders.
- (r) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufacturers, type visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payments of stamps and other duties, advertising agents, designers, draftsmen manufacturers, book sellers, publishers and dealers in materials used in the manufacturers of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the

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manufacture of all sell by wholesale or retail of school chalks, and secretarial services.

- (s) To carry on the business of steam cleaners, fumigators, vacuum cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners, vermin and insects' destroyers and generally to undertake cleaning and fumigation of any kind.
- (t) To carry on the business as traders, consumers, suppliers, general merchants, importers, exporters, stockist, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipment, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, ironmongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (u) To carry on the business of wholesale and retail of beers, wine spirits, spirit merchants, brewers, maltsters, distillers, mineral water, soft drinks, like soda, ice cream, to run hotels, restaurants, refreshment and team rooms, marquees, hotel management. Safari and holiday camps. Snacks, bar, tavern, beer house, and lodging housekeepers, and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities marine parks.
- (v) To carry on the business and trade as manufactures, bakers and confectioners, to own manage, run a bakery and deal in the selling and distribution of all types of baked foods, biscuits, bread, cakes, pies, meet, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.
- (w) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- (x) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (y) To borrow or raise secured or unsecured funds (including by way of loans, letter of credit, hire purchase, conditional sale, credit sale or any other methods of financing) for the company on such terms and conditions as the company shall consider proper from shareholders, financial institutions or any other money lending institutions or agencies in such manner as the company shall think fit for its business and, in particular, including by the issue of mortgages, charges, assignments by way of security, debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the company's property and other assets, both present and future, including its uncalled capital, and to purchase, redeem, or pay any such securities.

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- (z) To guarantee, support or give security in respect of the performance of any contracts, agreements or obligations of the company, or of any other company or person, including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Act), (and the giving and creation of any such guarantee, support or security is hereby constituted one of the main objects of the company), in relation to the payment of any debt including but not limited to any loan, advance, letter of credit or other obligations through creation of all types of mortgages, charges, pledges, hypothecation, on execution of banking documents / instruments or otherwise encumber on any or all of the movable and immovable properties of the company, both present and future, and issuance of any other securities or sureties by any other means in favour of lenders.
- (aa) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (bb) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (cc) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or other.
- (dd) To obtain any provisional order, ordinance or act of Parliament for enabling the company to carry any of it is objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose any proceeding.
- (ee) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ff) To do all other things as may be deemed incidental or conducive to the entertainment of the 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 corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

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.

4. The Liability of the members is Limited.
5. The capital of the company is shillings 100,000,000 divided into 100,000 ordinary shares of shillings 1,000 each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Memorandum and Articles of Association of the company.

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We, 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 agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Address, and description of subscribers	Number of shares taken by each Subscriber	Signature
ELIA TIMOTHEO FESTO P.O. BOX 8388, DAR ES SALAAM	50,000	[SIGNED]
ADELINA SIMON SHAYO P.O. BOX 8388, DAR ES SALAAM	25,000	[SIGNED]
HELLENEASTER NICHOLOUS SHAYO P.O. BOX 8388, DAR ES SALAAM	8,000	[SIGNED]
PETER JUSTIN MSAFIRI P.O BOX 8388, DAR ES SALAAM	5000	[SIGNED]
JAMES ALEXANDE JUMANNE KIMARIO P.O. BOX 8388, DAR ES SALAAM	5,000	[SIGNED]
COLLETHA R. SIMON P.O. BOX 8388, DAR ES SALAAM	2,000	[SIGNED]

Dated at DAR ES SALAAM this 18<sup>th</sup> day of OCTOBER 2013

Witness to the above signatures

Name : PASCHAL G CHUWA  
 Signature : [SIGNED]  
 Postal Address : DAR ES SALAAM  
 Qualification : ADVOCATE, NOTARY PUBLIC, COMMISSIONER FOR OATHS

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*Paschal G Chuwa*  
 Asst. Registrar of Companies  
 Date 4/8/2021

THE COMPANIES ACT NO. 12 OF 2002  
PRIVATE COMPANY LIMITED BY SHARES  
AMENDED ARTICLES OF ASSOCIATION  
EA FRUITS FARM & COMPANY LIMITED  
AS PER RESOLUTION DATED 26<sup>TH</sup> JULY 2020

1. In these Articles of Association:

“Act” means the Companies Act;

“Memorandum and Articles” means the Memorandum and Articles of Association of the company;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“seal” means any person appointed to perform the duties of the secretary of the company;

“Secretary” means any person appointed to perform the duties of Secretary of the company; and

“Shareholders Agreement” means the Shareholders Agreement dated on or about the date of amendment of these Memorandum and Articles of Association between amongst others the company and uMunthu Investment Company Limited, as amended from time to time.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Memorandum and Articles of Association shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Memorandum and Articles of Association become binding on the company.

**STATUS OF SHAREHOLDERS AGREEMENT**

2. Each member shall, to the extent that it is able to do so, exercise all its voting rights and other powers in relation to the company to procure that the provisions of the Shareholders Agreement are properly and promptly observed and given full force and effect according to the spirit and intention of the Shareholders Agreement.

3. Notwithstanding any other provision of these Memorandum and Articles of Association, if there is an inconsistency between any of the provisions of the

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Shareholders Agreement and the provisions of the Memorandum and Articles of Association, the provisions of the Shareholders Agreement shall prevail as between the members and the company.

4. The members shall, when necessary, exercise their powers of voting and any other rights and powers they have to amend, waive or suspend a conflicting provision in the Memorandum and Articles of Association to the extent necessary to permit the company and its business to be administered as provided in the Shareholders Agreement.

#### MEMBERS

5. The number of members with which the company proposes to be registered is initially 6 (six) but the directors may from time to time register an increase of members.
6. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the company.

#### GENERAL MEETINGS

7. The company shall in each year hold a general meeting as its annual general meetings in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at held at such time and place, as the directors shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

#### NOTICE OF GENERAL MEETINGS

10. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

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Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the total voting rights at the meeting of all the members.
11. Subject to the provisions of the Memorandum and Articles of Association and the Shareholders Agreement, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; 2 (two) persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
14. If within 30 (thirty) minutes from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned shall be adjourned for 5 (five) Business Days at the same time and place. If at the adjourned meeting a quorum is not present within 30 (thirty) minutes of the time specified for the directors' meeting in the adjourned notice of the meeting, then those directors present will constitute a quorum.
15. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

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16. If at any meeting no director is willing to act as chairman or if no director is present within 15 (fifteen) minutes after the time appointed for holding the meeting the members present shall choose one of their number to be a chairman of the meeting.
17. A meeting of directors shall be adjourned to another time or date at the request of the Director present at the meeting. No business may be conducted at a meeting after such a request has been made. No more than one such adjournment may be made in respect of a meeting. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
- (a) by the chairman; or
  - (c) by at least (three) members present in person or by proxy; or
  - (d) by any member or members present in person or by proxy and representative not less than one - tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

19. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
21. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general

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meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more members.

### VOTE OF MEMBERS

23. Every member (including for the avoidance of doubt every holder of preference shares) shall have 1 (one) vote.
24. A member in respect of whose estate a manager has been appointed under section 24 of the Mental Health Act 2008, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 (forty eight) hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

“..... Limited.

I/We ..... of ....., being a member/members of the above named company, hereby appoint ....., of or failing him ..... of ....., as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on the ..... day of .....200....., and at any adjournment hereof.

Signed this ..... day of, ..... 200.....”

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“..... Limited.

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Date..... 4/8/2021 .....

I/we ..... of .....Being a member/member of the above-named company, hereby appoint of ..... of ..... or failing him ..... of ....., as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on the ..... day of ..... 200....., and at any adjournment thereof.

Signed this ..... Day of ..... 200.....

This form is to be used\* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

33. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized 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.

#### PREFERENCE SHARE RIGHTS

34. Each preference share shall carry the rights as set out in the Shareholders Agreement.

#### DIRECTORS

35. Unless otherwise determined by ordinary resolution, the number of directors shall be a minimum number of 3 (three), and a maximum number of 5 (five).
36. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

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## BORROWING POWERS

37. The board of directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, 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 any third party.

## POWERS AND DUTIES OF DIRECTORS

38. Subject to the provisions of the Act, the Memorandum and Articles of Association and the Shareholders Agreement, and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the Memorandum and Articles of Association shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the Memorandum and Articles of Association and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
39. The board of directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
40. All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.
41. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors; and
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

## DISQUALIFICATION OF DIRECTORS

42. The office of director shall be vacated if the directors: -
- (a) without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

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- (d) a director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.
43. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
44. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these Memorandum and Articles of Association and the Shareholders Agreement. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
45. Subject to the Shareholders Agreement, the company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the Memorandum and Articles of Association or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
46. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 38 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
47. Subject to the provisions of the Memorandum and Articles of Association and the Shareholders Agreement:
- a. The directors may regulate their meetings as they think fit.
  - b. Questions arising at a meeting of directors shall be decided by a majority of votes.
  - c. In case of an equality of votes, the chairman shall have a second or casting vote.
  - d. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
  - e. The quorum necessary for a meeting of the directors shall be 3 (three).
48. The continuing directors may act notwithstanding any vacancy or, if and so long as their number is reduced below the number required by or pursuant to the Memorandum and Articles of Association and the Shareholders Agreement, for the purpose of increasing the number of directors to that required number, or summoning a general meeting of the company, but for no other purpose.
49. Subject to the provisions of the Memorandum and Articles of Association and the Shareholders Agreement, if at any meeting the chairman is not present within

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Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

57. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
58. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
59. The directors shall from time to time in accordance with section 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
60. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting.

#### AUDIT

61. Auditors shall be appointed, and their duties regulated in accordance with sections 170 to 179 of the Act.
62. Any notice to be given to or by any person pursuant to the act shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address in not within Tanzania and who gives to the company an address within Tanzania at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

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30(thirty) minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

50. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with 2 (two) or more members shall be governed by the Memorandum and Articles of Association and the Shareholders Agreement regulating the proceedings of directors so far as they are capable of applying.
51. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and a director and was entitled to vote.
52. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### SECRETARY

53. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may thin fit; and any secretary so appointed may be removed by them.
54. A provision of the Act or the Memorandum and Articles of Association or the Shareholders Agreement requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### THE SEAL

55. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
56. The directors shall cause proper books of account to be kept with respect to: -
  - (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - (b) all sales and purchase of goods by the company; and
  - (c) the assets and liabilities of the company.

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Names, Address, and description of subscribers	Number of shares taken by each subscriber	Signature
ELIA TIMOTHEO FESTO P.O. BOX 8388, DAR ES SALAAM	50,000	[SIGNED]
ADELINA SIMON SHAYO P.O. BOX 8388, DAR ES SALAAM	25,000	[SIGNED]
HELLENEASTER NICHOLOUS SHAYO P.O. BOX 8388, DAR ES SALAAM	8,000	[SIGNED]
PETER JUSTIN MSAFIRI P.O. BOX 8388, DAR ES SALAAM	5000	[SIGNED]
JAMES ALEXANDE JUMANNE KIMARIO P.O. BOX 83885, DAR ES SALAAM	5,000	[SIGNED]
COLLETHA R. SIMON P.O. BOX 8388, DAR ES SALAAM	2,000	[SIGNED]

Dated at DAR ES SALAAM this 18<sup>th</sup> day of OCTOBER 2013

Witness to the above signatures:

Name : PASCHAL G CHUWA  
Signature : [SIGNED]  
Postal Address : DAR ES SALAAM  
Qualification : ADVOCATE, NOTARY PUBLIC, COMMISSIONER FOR OATHS

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*[Signature]*  
Asst. Registrar of Companies

Date 18/10/2013