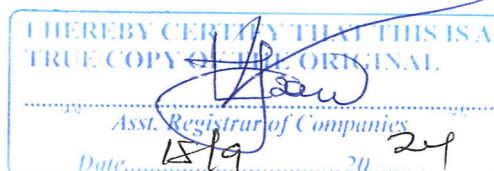
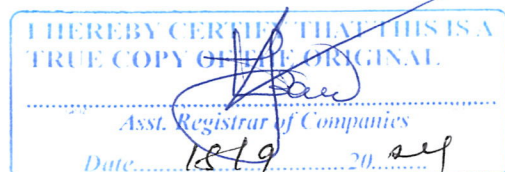


MEMORANDUM OF ASSOCIATION OF MAISHA COMPANY LIMITED

1. The name of the Company is **MAISHA COMPANY LIMITED**
2. The registered office of the company will be set in Tanzania Mainland.
3. The Objectives for which the company is formed shall be as follows:
 - A. 3600 - Water collection, treatment and supply Main
 - B. 1079 - Manufacture of other food products n.e.c.
 - C. 4649 - Wholesale of other household goods Main
 - D. 4772 - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
 - E. 7912 - Tour operator activities
 - F. 4922 - Other passenger land transport
 - G. 1075 - Manufacture of prepared meals and dishes
 - H. 1050 - Manufacture of dairy products
 - I. 4220 - Construction of utility projects Main
 - J. 4330 - Building completion and finishing Main
 - K. 4390 - Other specialized construction activities
 - L. 8130 - Landscape care and maintenance service activities
 - M. 4220 - Construction of utility projects
 - N. 4210 construction of roads and railways
 - O. 4752 - Retail sale of hardware, paints and glass in specialized stores Main
 - P. 4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores
 - Q. 8130 - Landscape care and maintenance service activities
 - R. 7110 - Architectural and engineering activities and related technical consultancy
 - S. 1629 - Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials
 - T. 4669 Wholesales of agriculture raw materials and live animals
 - U. 0141 Raising of cattle and buffaloes
 - V. 1050 manufacture of dairy products
 - W. 0150 mixed farming
 - X. 3510 electric power generation, transmission and distribution
 - Y. 0899 Other mining and quarrying
 - Z. 0810 quarrying of stone ,sand and clay

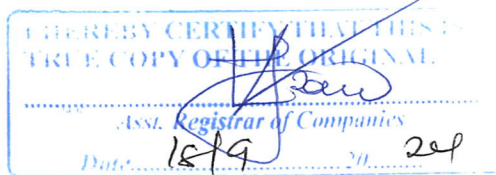


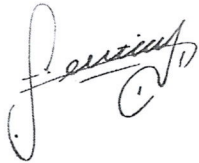


- AA. 0899 Other mining and quarrying
- BB. 0810 quarrying of stone ,sand and clay
- CC. 0990 Support activities for other mining and quarrying
- DD. 0610 extraction of crude petroleum
- EE.0910 support activities for petroleum and natural gas extraction
- FF.0721 mining of uranium and thorium ores
- GG. 0510 mining of hard coal
- HH. 0891 mining of chemical and fertilizer minerals
-
- II. 6419 financial leasing
- JJ. 6492 other credit granting
- KK. 6499 other financial service activities ,except insurance and pension fund activities
- LL.7990 other reservation services and related activities
- MM. 7490 other professional scientific and technical activities
- NN. 7020 management consultancy activities
- OO. 7410 specialized design activities
- PP.6810 real estate activities with own or leased property
- QQ. 6820real estate activities on a fee or contact basis
- RR. Wholesale of solid, liquid and gaseous fuel and related products
- SS. To conduct the business of social contribution ,education and activities related to helping societies
- TT.To conduct the business of arts entertainment, sports, games and related activities.
- UU. The company shall have the power to borrow loan from various financial institution such as banks, microfinance and other financial institutions
-
- VV. The Company shall not be restricted to do any business as General business as according to section 7 of the Companies Act.



4. The liability of members is limited.
5. The share capital of the company is Tanzania shillings 50,000,000/= (fifty Million) divided into 100 Ordinary shares of Tanzania shillings 500,000/= (five hundred thousand each TSH).

We, the several persons whose names and addresses are subscribed, and desire of being formed into a company in pursuance of this Memorandum and the purpose of the company hereof, do agree to take the number of shares in the capital of the company set opposite our respective names:

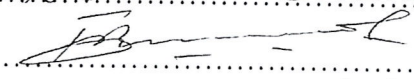


NAME, ADDRESSES, POSTAL ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
1. NAME: FEVZETTIN DEMIR EMAIL: littletreasurestz@gmail.com MOBILE NUMBER: 0714399260 P.O.BOX 13829 Dar-es-salaam	48	
2. NAME: YUKSEL AKGUL EMAIL: maishameji2024@gmail.com MOBILE NUMBER : 0749766606 P.O.BOX 13829 Dar-es-salaam	48	
3. NAME: GERTRUDE ANSELIM KAVISHE EMAIL: littletreasurestz@gmail.com MOBILE NUMBER : 0765399260 P.O.BOX 13829 Dar-es-salaam	4	

Dated on this 01st day of May, 2024.

In Witness thereof: -

Name: FRIDOLIN BWEMELO


Signature: 

Postal Address: 10933 Arusha

Qualification: ADVOCATE



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL



Asst. Registrar of Companies

Date: 18th 20, 24

ARTICLES OF ASSOCIATION OF MAISHA COMPANY LIMITED

1. PRELIMINARY NOTE

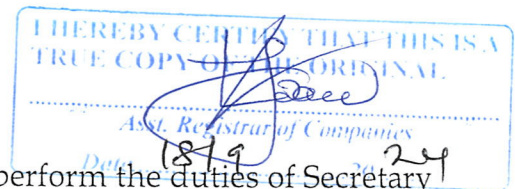
The regulations in Part I and Part II of Table A and Table B in the First Schedule to the Companies Act, 2002 shall apply to the Company except regulation 22 of Table A of the First Schedule.

2. INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

3. WORDS AND MEANINGS

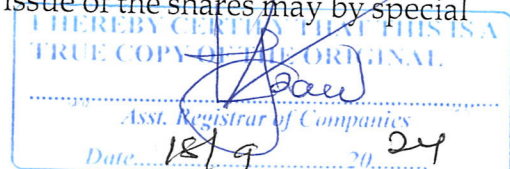
"Articles"	these Articles of Association as originally framed or as altered from time to time by special resolution.
"Articles"	means these Articles of Association of MAISHA COMPANY LIMITED
"Board"	means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.
"Company"	shall mean MAISHA COMPANY LIMITED
"Month"	shall mean a calendar month.
"Clear days"	In relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
"A Shareholder"	shall mean any holder from time to time of the shares of the Company.
"Seal"	means official seal of the Company;
"Secretary"	shall mean any person appointed to perform the duties of Secretary of the Company.
"The Directors"	The directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present.
"The Office"	Shall mean the registered office for the time being of the Company.
"The Act"	The Companies Act, 2002 and every statutory modification and re-enactment thereof for the time being in force.

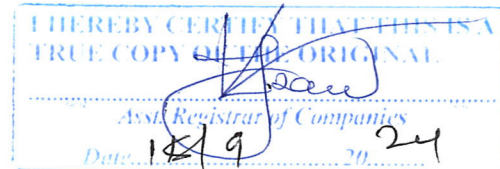


Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

4. SHARE CAPITAL AND VARIATION OF RIGHTS.

- 4.1. The Company is a private company and accordingly, therefore no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares or debentures of the company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares or debentures being offered of sale of the public.
- 4.2. The company may pay any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirements of section 56 of the Act shall be observed.
- 4.3. If two or more persons are registered as joint holders of any shares anyone of such persons may give effectual receipts for any dividends or other moneys payable in respect of such shares.
- 4.4. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or required to recognize equitable, contingent, future or partial interest in any share or any right whatsoever in respect any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.
- 4.5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the capital of the company may be issued with such preferred, differed or other special rights or such restrictions, where in regard to dividend, voting return of capital or otherwise as the company may from time by ordinary resolution determine.
- 4.5. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.





- 4.6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issued of further shares ranking pari-passu therewith.
- 4.7. If at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of the three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting provisions of this articles relating to general meetings shall mutants apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
- 4.8. Every person whose name is entered as member in the register of members shall without payment, be entitled to one certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall be bound to issue more than one certificate and delivery of certificate of shares to one of several jointly holders shall be sufficient delivery to all.
- 4.9. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee (if any), not exceeding the amount set by the Directors, and on such terms, if any as to evidence and indemnity as the directors think fit.

5. LIEN

- 5.1. The company shall have a lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share and the company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him/her or his/her estate to the company, but the directors may at any time declare any shares to be wholly or in part exempt from the provisions of this article. The company's lines if any, on a share shall extend to all dividends payable thereon.
- 5.2. The company may sell, in manner as the directors think fit, any shares on which the company has a line, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the

attorney so authorized. A member shall not be entitled to appoint more than one proxy to attend on the same occasion nor May a proxy vote except at a poll.

12.8. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered officer of the company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid

12.9. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve.

MAISHA COMPANY LIMITED

"I _____ of _____, Being a member of the MAISHA COMPANY LIMITED, hereby appoint _____ of _____ to act as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) general meeting of the company to be held on the _____ Day of _____ 2024 and at any adjourned meeting thereof"

Signed this _____ day of _____ 2024.

12.10. Any corporation which is a member of the company may be 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.

13. DIRECTORS

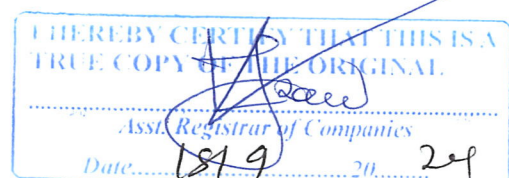
13.1. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the company by ordinary resolution, the number or directors shall not be less than two.

13.2. The names of the first directors of the company are as follows: -

A. FEVZETTIN DEMIR

B. YUKSEL AKGUL

C. GERTRUDE ANSELIM KAVISHE



Companies Act, 2002 divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different cases or members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

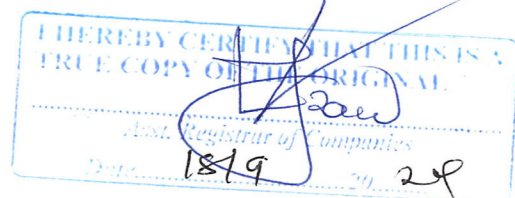
26. INDEMNITY.

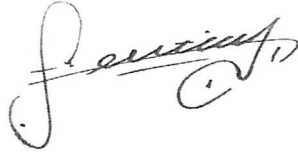


26.1. Subject to the provisions of the companies Act, 2002, every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified in any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted.

27. ALTERATIONS OR ADDITIONS.

27.1. Subject to the provisions of the Act and to those contained in the article of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions as 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.

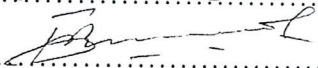
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Article of association, and we respectively agree to take the number of shares in the capital of the company set opposite or respective names.



NAME, ADDRESSES, POSTAL ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
1. NAME: NAME: FEVZETTIN DEMIR EMAIL: littletreasurestz@gmail.com MOBILE NUMBER: 0714399260 P.O.BOX 13829 Dar-es-salaam	48	
2. NAME: YUKSEL AKGUL EMAIL: maishameji2024@gmail.com MOBILE NUMBER : 0749766606 P.O.BOX 13829 Dar-es-salaam	48	
3. NAME: GERTRUDE ANSELIM KAVISHE EMAIL: littletreasurestz@gmail.com MOBILE NUMBER : 0765399260 P.O.BOX 13829 Dar-es-salaam	4	

Dated on this 01st day of May, 2024.

In Witness thereof: -

Name: ... FRIDOLIN BWEEMELO
Signature: ... 
Postal Address: 10933 ARUSHA
Qualification: ... ADVOCATE



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.
Asst. Registrar of Companies
Date: 18/19 2024