

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES
of
ASSOCIATION
of

PROCELL (SYSTEMS) COMPANY LIMITED

EVERY COPY OF THIS IS A
TRUE COPY OF THE ORIGINAL.
DATE 23 9 82
OFFICE OF COMPANIES

Incorporated this day of 198

Drawn by : M. KAAYA
SUBSCRIBER
P O BOX 978
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I HEREBY CERTIFY THAT

PROCELL (SYSTEMS) COMPANY LIMITED

is this day incorporated under the Companies Ordinance
(Cap. 212) and that the Company is Limited.

I HEREBY CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL.
REGISTRAR OF COMPANIES
DATE 23-9-23

GIVEN under my hand at Dar es Salaam, this day of
One thousand nine hundred and



Registrar of Companies

MEMORANDUM OF ASSOCIATION OF
PROCELL (SYSTEMS) COMPANY LIMITED

1. The name of the Company is "PROCELL (SYSTEMS) COMPANY LIMITED"
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:

(a) To carry on the business of engineering consultants, to design systems, fabricate, supply, install and commission equipment for paper making, textile and ancillary industries, including but not limited to fibre cleaning, fibre washing, fibre preparation, fibre treatment, fibre separation, fibre screening, fibre colouring, de-inking, water recycling, breaching and similar processes.

(b) To carry on the business of importers, exporters, provisional merchants, stockists, wholesalers, retailers, buyers, sellers and dealers in all types of agricultural machinery, implements equipments, plants and machinery, spare parts, tyres and tubes, tools and accessories for all types of automotives, motor vehicles and all kinds of industrial project machinery and equipments, electrical goods, electronic goods, leather goods, television sets, videos and video cassettes, telefax, telex and accessories, computers, office equipments, stationery and domestic appliances.

To carry on the business of transporters of goods and passengers, chartering agents, clearing and forwarding agents, cargo superintendents, commission agents, manufacturers representatives, garage proprietors, safe keeping, cleaning, repairing, panel beating, welding, re-fuelling and general care of motor vehicles of all kinds, to import and deal in spare parts and accessories for vehicles, aircrafts, machinery, equipments, factories and/or plant whether moved by mechanical power or otherwise) implements utensils, appliances, furniture, fuel for internal or external combustion, apparatus, lubricants, solutions, batteries and accessories and all those capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipment plant and/or factories.

(d) To carry on the business of civil engineering, mechanical engineering, electrical engineering, electronic engineering, building contractors, sanitary engineering and dealers in building materials, including sand, gravel, hardcore, aggregate, chippings, stone dust, timber, furnitures, electrical goods, paints, metal goods, plastics, hardboard, softboard, screws, hinges, nuts, bolts, fasteners iron mongery, corrugated iron sheets, padlocks, iron bars and similar goods.

(e) To engage in and carry on procurement and exportation of seed cakes, spices, cardamoms, simsim, peas, coffee, tea, cloves, cotton and any or all other agricultural products throughout Tanzania, to carry on the agency, sale, dispostion, extension or sale of any or all types of agricultural machinery or any other merchandise directly or indirectly connected with agricultural machinery, to carry on the procurement, exportation, agency, sale or in any other manner deal with contracts, agreements and tenders on distribution and supply of foodstuffs, vegetables, cooking oils, animal fats, seed oil, fruits, honey, fruits, salts and also to market, distribute and export same.

EVERY COPY OF THIS IS A
TRUE COPY OF THE ORIGINAL

AS THE SECRETARY OF COMPANIES
DATE 23-9-72

587
AS/ST/1988 18-2-91
Stat. Sec. 18-2-91
Asst. Sec. 18-2-91

- (f) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possess property suitable for the purpose of this Company.
- (g) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (h) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (i) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (j) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (k) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (l) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.

EVERY CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL.

ASST. REGISTRAR OF COMPANIES
DATE 23/11/19

- (m) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (n) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the Company, or any of its predecessors in business, or of any company which is a subsidiary company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (r) To purchase or otherwise acquire letters, patents, brevets d'invention, concessions, licences, rights and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patents, brevet d'invention, concessions, licences, rights and privileges, whether in East Africa or in any other part of the world.

HEREBY CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL

ASST. MGR. (TOP OFFICE)

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

I HEREBY CERTIFY THAT THE ABOVE IS TRUE COPY OF THE ORIGINAL ASSESSMENT OF COMPANIES

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

(u) To procure the registration of the Company in or under the laws of any place outside Tanzania.

(v) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks, or other interest in, or obligations of any other company or corporation.

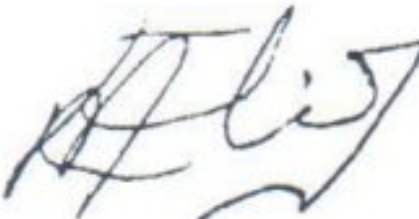

(w) To distribute among the members of the Company in kind any property of the Company, and in particular any shares or securities of other companies belonging to this Company.

(x) To act as agents, or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

(y) To do all such other things as are incidental or conclusive to the attainment of the above objects or any of them. And it is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxilliary merely to the objects mentioned in the first sub-clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.

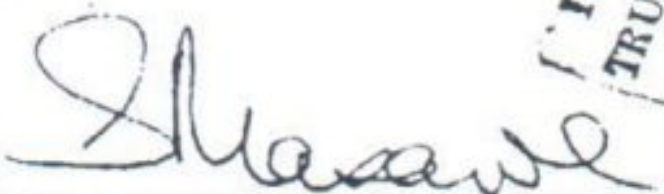
4. The liability of the members is limited.
5. The authorised share capital of the Company is Shillings 1,000,000/= divided into 1,000 shares of Shillings 1,000/= each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company opposite our respective names.

Names, Addresses and Description of Subscribers	No. of Shares Taken	Signatures
1. MARTHA KAAYA P O Box 978 DAR ES SALAAM DIRECTOR	1	
2. NDENI KAAYA P O Box 242 ARUSHA DIRECTOR	1	

DATED this 13th day of February, 1991

WITNESS to the above Signatures:

SIGNATURE : 

POSTAL ADDRESS : P.O. Box 70918
DAR ES SALAAM.

QUALIFICATION : ADVOCATE

I HEREBY CERTIFY THAT THIS IS A
 TRUE COPY OF THE ORIGINAL
 ASST. REGISTRAR OF COMPANIES
 DATE 22-9-92 1992



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PROCELL (SYSTEMS) COMPANY LIMITED

PRELIMINARY

1. In these regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanganyika.

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

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

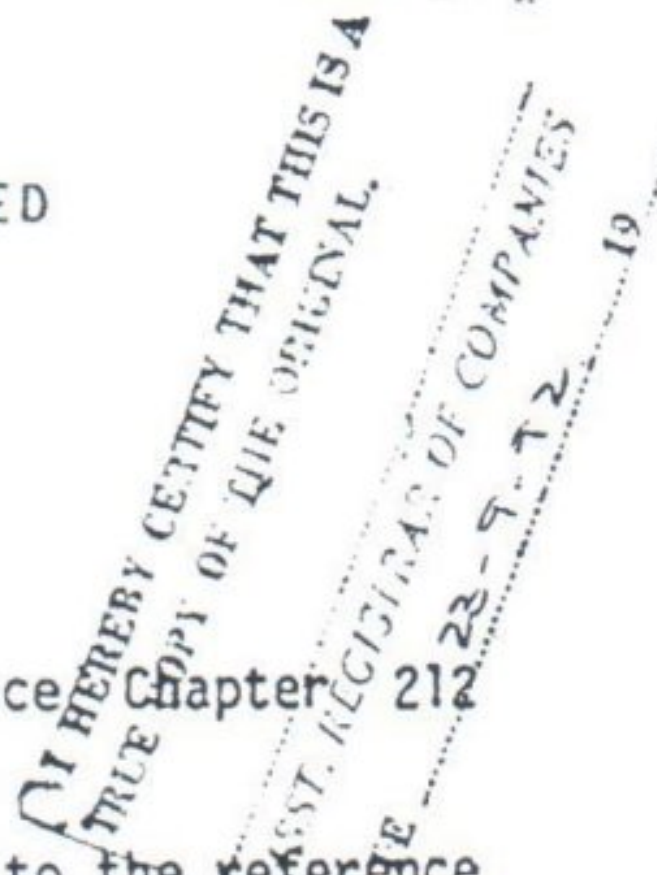
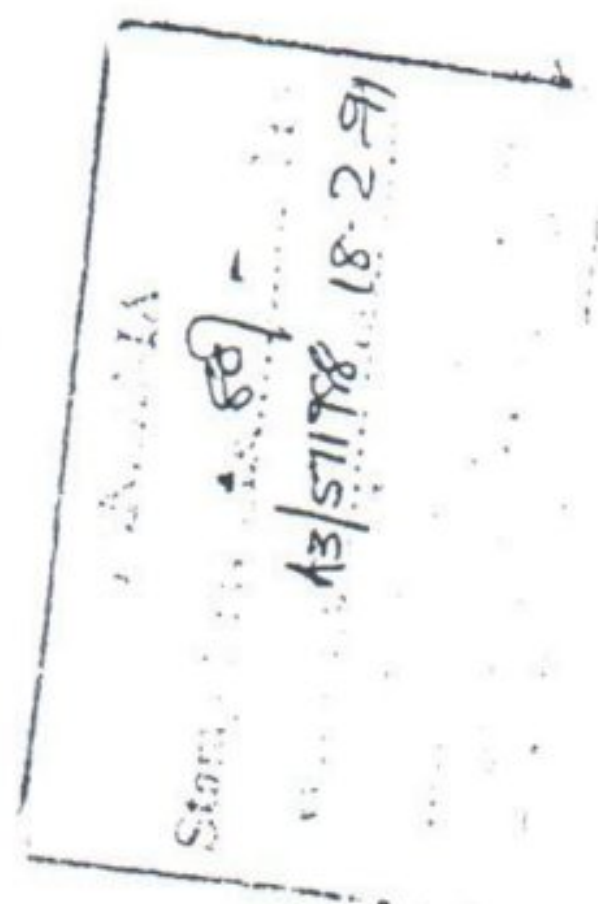
Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co-operative societies, etc.

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

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:

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



- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares or warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.
4. Subject to Clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
- (a) No share shall be transferred to a person who is not a member so long as there is a member or any person selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
- (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

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 ASST. REGISTRAR OF COMPANIES
 DATE 23-7-92

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

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

DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
- (b) The following persons shall be the first Directors to the Company:
1. MARTHA KAAYA
 2. NDENI KAAYA
7. The shareholding qualifications for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

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 ASST. REGISTRAR OF COMPANIES
 DATE 23 9 92

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

BORROWING POWERS

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

ALTERNATE DIRECTORS

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

SECRETARY

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

WINDING UP

14. With the sanction of the special resolution of the Shareholders, any part of the assets of the Company including any shares in other companies may be divided between the members of the Company in specie or may be vested in Trustee for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

I HEREBY CERTIFY THAT THIS IS
 TRUE COPY OF THE ORIGINAL
 ASST. SECY. OF COMPANIES
 DATE 23.7.72



INDEMNITY

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

ALTERATIONS OR ADDITIONS

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

I HEREBY CERTIFY THAT THIS IS A
 TRUE COPY OF THE ORIGINAL.
 ASST. REGISTRAR OF COMPANIES
 DATE 23 9 72

Names, Addresses and Description of Subscribers	No. of Shares Taken	Signature
1. MARTHA KAYA P O Box 978 DAR ES SALAAM DIRECTOR	1	
2. NDENI KAYA P O Box 242 ARUSHA DIRECTOR	1	

DATED this 13th day of February, 1992

WITNESS to the above Signatures:

SIGNATURE :

Masawe

POSTAL ADDRESS :

P.O. Box 70918
DAR ES SALAAM

QUALIFICATION :

ADVOCATE

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.
 ASST. REGISTRAR OF COMPANIES
 DATE: 23-2-92



CTIN: 0809216



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 23 OF THE TAX ADMINISTRATION ACT 2015)

**THIS IS TO CERTIFY THAT
PROCELL SYSTEMS LTD.**

HAS BEEN REGISTERED WITH THE TANZANIA REVENUE AUTHORITY
AND ASSIGNED THE TAXPAYER IDENTIFICATION NUMBER

100-150-530

WITH EFFECT FROM: 01 July 1999

TRA LOCATION: ILALA

TAX OFFICE: UPANGA

PHYSICAL LOCATION: PLOT No. 28

STREET / AREA: KEKO MWANGA

OFFICIAL SEAL

ELIJAH G. MWANDUMBYA

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

