

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MADODO COMPANY LIMITED

Incorporated this..... day..... 2025



Drawn by:

MAISHA FOTONATUS MUGANDA

(Subscriber)
P. O. Box 13462
Dar Es Salaam.
Tanzania.

THE COMPANIES ACT NO.12 OF 2002
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MADODO COMPANY LIMITED

1. The name of the company is “**MADODO 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 carry on the business of transportation services of all kinds, including road haulage, freight forwarding, logistics management, distribution, courier services, bulk cargo transport, and delivery of goods and materials within and outside Tanzania.
 - b. To engage in the transportation of petroleum products and other oil & gas-related commodities, including diesel, petrol, lubricants, LPG, natural gas, and other hazardous materials in compliance with regulatory standards.
 - c. To operate, manage, and maintain petrol stations and fuel depots, including retail and wholesale supply of petroleum products, lubricants, and related energy services.
 - d. To undertake oil and gas logistics support services, including pipeline support, storage, distribution, handling, and transportation of petroleum-related equipment.
 - e. To engage in mining support services, including transportation of minerals, mining equipment, explosives, chemicals, and all related supplies.
 - f. To participate in mining operations, mineral trading, processing, buying, selling, and exporting minerals as permitted by law.
 - g. To engage in the supply of industrial fuels, lubricants, chemicals, and energy products to mining, construction, and industrial sectors.
 - h. To provide logistics consultancy services, fleet management, route planning, and transport operations advisory.
 - i. To acquire, own, lease, or operate motor vehicles, trucks, tankers, trailers,

machinery, fuel storage tanks, and related equipment.

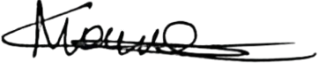
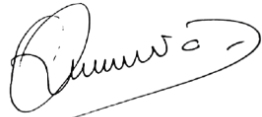


- j. To engage in warehousing, cold storage, distribution centres, and supply-chain management services.
- k. To import, export, buy, sell, and distribute transport equipment, spare parts, machinery, fuel systems, petroleum handling equipment, and safety gear.
- l. To carry on the business of construction, installation, servicing, and maintenance of fuel stations, depots, fuel pumps, storage tanks, pipelines, and related facilities.
- m. To provide safety, environmental protection, compliance and regulatory advisory services relating to oil & gas, transportation, and mining sectors.
- n. To engage in general trading, including the purchase and sale of goods, raw materials, equipment, accessories, and merchandise related or incidental to the Company's main business.
- o. To borrow, raise, or secure funds for the Company's business and to enter into financing, leasing, and hire-purchase arrangements.
- p. To acquire shares, interests, or partnerships in any business that supports the Company's main objectives.
- q. To enter into contracts, agreements, joint ventures, and partnerships necessary for carrying out the Company's business.
- r. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, provided they comply with the laws of the United Republic of Tanzania.
- s. To establish and operate fuel transportation training programs, including driver safety training, hazardous materials handling training, and operational competence development.
- t. To engage in the leasing, hiring, and rental of transportation equipment, fuel tankers, trucks, machinery, and related assets to third parties.
- u. To develop, implement, and manage digital logistics systems, including fleet tracking solutions, transport management software, and automated dispatching platforms.
- v. To carry out construction, civil works, and infrastructure development related to transportation, fuel storage facilities, depot yards, and logistics centres.
- w. To undertake environmental impact assessments, audits, and risk management

- services for transport, mining, and petroleum-related projects.
- x. To manufacture, assemble, or customize transport bodies, tanker systems, trailers, containers, and fuel equipment for commercial use.
 - y. To provide emergency response services, including spill control, rescue support, and hazardous materials mitigation for the transportation and oil & gas sectors.
 - z. To offer procurement and supply services for corporations, government agencies, and private institutions dealing in transport, mining, oil, and industrial operations.
 - aa. To engage in clearing and forwarding services, including customs brokerage, port handling, shipping documentation, and cross-border logistics.
 - bb. To establish and operate testing, calibration, and inspection services for fuel pumps, tankers, storage tanks, safety equipment, and industrial tools.
 - cc. To operate refueling services, including mobile refilling units, fleet fuel supply management, and on-site supply of petroleum products.
 - dd. To invest in, develop, or operate renewable energy projects, including solar power systems for depots, stations, and industrial operations.
 - ee. To engage in property acquisition and development, including owning, leasing, or renting land and buildings for transport yards, warehouses, offices, stations, and depot facilities.
 - ff. To conduct import and export of fuel-related technologies, industrial machinery, mining equipment, and transport innovations.
 - gg. To provide logistics outsourcing services, including full operational management of client fleets, drivers, routes, and delivery systems.
 - hh. To operate weighbridge and vehicle inspection services for transport equipment, heavy-duty trucks, tankers, and related machinery.
 - ii. To act as agents, distributors, or representatives of local and foreign companies dealing in oil & gas, transport equipment, mining machinery, or energy products.

4. The liability of members is limited.
5. The initial share capital of the Company is Tanzania Shillings Ten Billion Tanzanian Shillings (10,000,000,000/=), divided into one hundred (100) of Ordinary shares, each shares cost Tanzania Shillings One hundred Million Tanzanian Shillings (100,000,000/=) and the Company shall have power 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 in accordance with the Articles of Association of the Company.

Directors of the company

We, the persons whose names and addresses are subscribed, desire to be 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.

ADDRESSES AND DESCRIPTION OF SUBSCRIPTION	NUMBERS OF SHARES	SIGNATURES
MAISHA FOTONATUS MUGANDA P.O.BOX 13462 DAR ES SALAAM	51	
ERIC NDUWIMANA P.O.BOX 13462 DAR ES SALAAM	20	
CHRIS MOREL ISHIMWE P.O.BOX 13462 DAR ES SALAAM	10	
KEN HUBERT IRAKOZE P.O.BOX 13462 DAR ES SALAAM	10	

Dated at this day21st NOVEMBER of 2025

Witness to the above Signature:

Name: FARID A FAROUK

Signature: 

Postal Address: 72432 - DSA

Qualification: NOTARY PUBLIC



THE COMPANY ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MADODO COMPANY LIMITED

PRELIMINARY

1. In this regulation: -

The ACT means the Companies Act 2002 of the laws of Tanzania When any provision of the Act referred to the reference in that provision as modified by any law for time being in force.

Unless the context otherwise requires, 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 word 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, cooperative societies, etc.

The regulation Companies Act shall not apply to the Company save in so far as they are varied or exclude hereby, but in case of any conflict between the provisions herein, and the provision under this regulation the former shall prevail and in addition to the substitution shall be regulation 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 the persons who were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provide that there were two or more persons of holding 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 share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason therefore refuses to register the transfer or any person who it shall in their opinion is undersigned for any person whatsoever to admit the membership.
4. Subject of clauses 2 and 3 hereof the right to members transfers 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 as one who it is desirable in interest of the Company to admit to membership.
 - (b) Every share holder 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 members of the Company at 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 forth with 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 the expiration of such days 21 notice board shall apportion such shares amongst the shareholders if more than one who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only or 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. 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 single shareholder who shall have agreed to purchase, the same.

GENERAL MEETING NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

5. The regulation of companies Act 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 personal or by proxy shall form a quorum.

- c). Any ordinary resolution of the company determined without any general meeting and evidence 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 be not less than two and not more than ten in number.
- b) The following person shall be the first directors to the company:
- I. MAISHA FOTONATUS MUGANDA**
 - II. ERIC NDUWIMANA**
 - III. CHRIS MOREL ISHIMWE**
 - IV. KEN HUBERT IRAKOZE**
7. The shareholding qualification for 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 transacting business shall unless otherwise fixed, by 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.
10. The directors may from time to time borrow raise moneys for the purpose to the company, which may exceed the issued share capital of the company.

BORROWING POWERS

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

VOTE OF MEMBERS

13. On a show of hands every member present in person shall have one vote. On roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the company have been paid.

DISQUALIFICATIONS OF DIRECTORS

15. The office of a director shall be vacated if the director;
- (a) Becomes bankrupt; or
 - (b) Is found to be a lunatic or becomes of unsound mind: or
 - (c) Resigns his office by notice in writing to the company:
 - (d) Abstains himself from meeting of the directors for a period of six months without special leave of absence from the other directors.

SEAL

16. The director shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of resolution of the board of directors and in the presence of at least two directors or a director and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ALTERNATE DIRECTORS

17. Any director shall have the power to nominate any person to act or attend as alternate director during his absence or during his inability so act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such Alternate Director shall exercise and discharge all the duties of director whom he represents.
18. Unless otherwise desired by the directors the quorum necessary to transact business of the directors shall be two directors personally present.

SECRETARY

19. The secretary shall be appointed by the board for such term's remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board.

WINDING UP

20. 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 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 any liability.

ALTERATION OR ADDITION

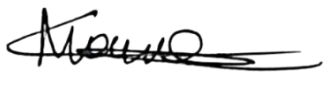
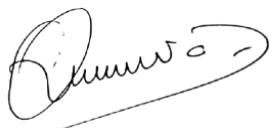


21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in the manner to alteration by special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

INDEMNITY

22. Every director, managing director, agent, auditor, secretary, and other officers, for the time being of the company shall be indemnified out of the asset of the company against any liability incurred by him in defending any proceeding whether civil or criminal in which judgement is given in his favors or in which he is acquitted or is in connection with any application under section 481 of the act in which relief is granted to him by court.

ARBITRATION

23. If and whenever any dispute or differences shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the article here in contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these article on the act , such differences shall unless a sole arbitrators be agreed upon forth with be referred to be arbitration of the 3 arbitrators, one to be appointed by each party and the third to be appointed by the first two or in the event of failures to agree within cap 15 or any than existing statutory modifications or re-enactment there shall be apply.

ADDRESSES AND DESCRIPTION OF SUBSCRIPTION	NUMBERS OF SHARES	SIGNATURES
MAISHA FOTONATUS MUGANDA P.O.BOX 13462 DAR ES SALAAM	51	
ERIC NDUWIMANA P.O.BOX 13462 DAR ES SALAAM	20	
CHRIS MOREL ISHIMWE P.O.BOX 13462 DAR ES SALAAM	10	
KEN HUBERT IRAKOZE P.O.BOX 13462 DAR ES SALAAM	10	

Dated at this day.....21st NOVEMBER..... of 2025

Witness to the above Signature:

Name: FARID A FAROUK

Signature: 

Postal Address: 72432 - DSA

Qualification: NOTARY PUBLIC

