



Jamhuri ya Muungano wa Tanzania

United Republic of Tanzania

Pharmacy Council

Exchequer Receipt

Stakabadhi ya Malipo ya Serikali

Receipt No : 925058313554004
Received from : magaye pharmacy
Amount : 200,000.00
Amount in Words : Two Hundred Thousand TZS And Zero Cent(s) Only
Outstanding Balance : 0.00

In respect of	Item Description(s)	Item Amount
: 142202540104 - Application for change of name/ ownership - 0	200,000.00	

Total Billed Amount : 200,000.00 (TZS)

Bill Reference : 16213058254208584331
Payment Control Number : 991620299504
Payment Date : 2025-02-27 14:14:20
Issued by : Zena Mango
Date Issued : 2025-02-27 15:07:56
Signature :

Government Payment Gateway © 2017 All Rights Reserved (GePG)

PHARMACY COUNCIL



991620299504

Archive
Kupera center
number
200,000/-
PCF.14
J.E. 7.13
29/12/2028

PHARMACY COUNCIL



APPLICATION FOR ALTERATION (Under Section 35 (1) of Pharmacy Act, 2011)

Registrar,
Pharmacy Council,
P.O. Box 1277,
Dodoma.

APPLICATION FOR CHANGE OF:

1. PREMISES LOCATION ☐
2. BUSINESS NAME ☒
3. BUSINESS OWNERSHIP ☒

SECTION A: APPLICANT CURRENT INFORMATION:

NAME OF PREMISES: MAGAYE PHARMACY FIN. 0101891

TYPE OF BUSINESS: Retail Pharmacy ☒ Wholesale Pharmacy ☐ Warehouse ☐

PHYSICAL ADDRESS:

Plot No. 134 Street: SISI KWAJISI Ward: MANZETE

District/Municipal: UBUNGO Region: DAR-ES-SALAAM

POSTAL ADDRESS: 1641 DAR-ES-SALAAM Contact. No. 0756-735508

E-mail: richardniwemugizi@gmail.com

OWNERSHIP:

Directors (Names): 1. RICHARD NIWEMUGIZI Qualification: M.D
2. Qualification:
3. Qualification:

SUPERINTENDANT INFORMATION:

Full Name: VIVIAN MAKUHANA PIN: 0103933

Residential Address: KIGAMIBONI Tel: 0712-434222 Email: makuhavivian@gmail.com

Contract commencement date: 1/1/2025 Cessation date: 1/1/2026

SECTION B: PROPOSED CHANGES:

NAME OF THE NEW PREMISES: IN-MAGAYE PHARMACY

TYPE OF BUSINESS: Retail Pharmacy ☒ Wholesale Pharmacy ☐ Warehouse ☐

PHYSICAL ADDRESS:

Plot No. 134 Street: SISI KWAJISI Ward: MANZETE

District/Municipal: UBUNGO Region: DAR-ES-SALAAM

POSTAL ADDRESS: 1641 DSM CONTACT. No. 0756-735508

NEW OWNERSHIP: (IF DIFFERENT FROM PREVIOUS ONE)

Directors (Names):

1. RICHARD NIWEMUGIZI Qualification: MD
2. JAMES MABULA Qualification: ACCOUNTANT
3. Qualification:

SUPERINTENDANT INFORMATION: (IF DIFFERENT FROM PREVIOUS ONE)

Full Name: PIN:

Residential Address: Tel: Email:

Contract commencement date: Cessation date

SECTION C: REASON(S) FOR PARTICULAR ALTERATION

1. The business has expanded and now runs under a company after having an investor
2.

SECTION D: APPLICANT INFORMATIONName of Applicant: RICHARD NIWEMUGIZI

(Contact/email if different from the above)

Address: 1641 DIM Tel: 0756-735508 E-mail: richardniwemugizi@gmail.comSignature of Applicant: R. A. A. A. Date: 26/2/2025**SECTION E: APPLICANT DECLARATION**

I hereby declare to the best of my sanity that the information provided is valid and there are mutual agreements of terms between parties.

Signature of Applicant: R. A. A. A. Date: 26/2/2025**SECTION F: REQUIRED ATTACHMENT**

Please attach the following documents depending on your proposed changes:

1. TAX CLEARANCE CERTIFICATE
2. Copy of lease agreement or title deed
3. Memorandum of Understanding
4. Certificate of registration from BRELA
5. Copy of Director(s) ID
6. Original Premises Registration Certificate (For Alteration No. 1 or 2)

CTN

1640951



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

JN MAGAYE MEDICAL SERVICES COMPANY LIMITED

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

180-439-218

WITH EFFECT FROM: 13 DECEMBER 2024

TRA LOCATION: KINONDONI

TAX OFFICE: MANZESE

PHYSICAL LOCATION:

STREET / AREA: NEAR ARGENTINA BUS STAND



**ALFRED T. MREGI
COMMISSIONER FOR DOMESTIC REVENUE**

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

UNITED STATES DEPARTMENT OF AGRICULTURE

OFFICE OF THE SECRETARY

WASHINGTON, D. C. 20250

February 12, 1954

Dear Mr. [Name]:

I have your letter of January 28, 1954, regarding the [Topic].

I am

Very truly yours,

[Signature]

Secretary of Agriculture

Enclosure

Very truly yours,

[Signature]

Special Agent in Charge

Very truly yours,

[Signature]

MKATABA WA KUPANGISHA FREMU YA BIASHARA.

Mkataba huu umefanyika siku ya leo 17.....mwezi.....11.....mwaka 2024...kati ya Ndugu,
THOMAS NGAWAIYA..... Wa S.L.PSimu No.

Dar es Salaam (Ambaye atajulikana kama (MWENYE NYUMBA).

Kwa upande mmoja na ndugu, RICHARD NIWEMUGIZI.....wa S.L.P atajulikana
kama (MPANGAJI).

AMBAPO: Mwenye Fremu anayo na anamiliki Fremu iliyopo mtaa wa SISI KWA SISI...na
anataka kupangishaFREMU.....na mpangaji amekubali kupanga kwenye
FREMU.....kwa makubaliano ya shilingi...80,000.....ambazo amelipa 480,000.....

HAPA WANAKUBALIANA KAMA IFUATAVYO.

1. Mkataba huu ni wa MIEMI.....kuanzia tarehe 18/11/2024 hadi tarehe 18/11/2025
2. Mpangaji amelipa kodi ya MIEMI.....ambapo ni Tsh 480,000.....
3. Mpangaji atalipa bili ya umeme kadri atakavyo tumia na asipolipa atakatiwa umeme mara moja.
4. Mpangaji haruhusiwi kumpa au kumwachia mtu yeyote Upangaji wa Fremu hiyo na ikibainika atakuwa amevunja Mkataba.
5. Haruhusiwi kumpa Kodi mtu mwingine yeyote bila ya mwenye Fremu kutoa ruhusa
6. Mwenye Fremu akivunja Mkataba kabla ya muda wa mpangaji kuisha atawajiika kurudisha pesa zote za upangaji bila kujali amekaa kwa muda gani.
7. Na mpangaji akivunja mkataba kabla ya muda wa kwisha hatarudishiwa pesa wala haruhusiwi kumwachia mtu mwingine kwa njia ya kumalizia muda ulio baki.

MKATABA HUU umekamilishwa kwa kushuhudiwa kama ifuatavyo kwa kuweka sahihi zao kwa pande zote mbili:-

IMETIWA SAHIHI NA KUTOLEWA:

Na ndugu RICHARD NIWEMUGIZI.....

Loeo tarehe 17/11/2024.....

SAHIHI.....R. N. W. M. G. I. Z. I......

ANUANI.....DAR ES SALAAM.....

MPANGAJI

IMETIWA SAHIHI NA KUTOLEWA:

Na ngugu THOMAS NGAWAIYA.....

Leo tarehe 17/11/2024.....

SAHIHI.....T. N. G. A. W. A. I. Y. A......

WADHIFA.....727 DRUNGO - DAR ES SALAAM.....

MWENYE NYUMBA

THE COMPANIES ACT , 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JN MAGAYE MEDICAL SERVICES COMPANY LIMITED

Incorporated this 23 day of DECEMBER 2024

DRAWN BY:

**LUCKY TITUS KAGUO,
ADVOCATE,
P.O.Box 46430
Dar Es Salaam.**

THE COMPANIES ACT, 2002

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JN MAGAYE MEDICAL SERVICES COMPANY LIMITED

- 1. The name of the company shall be JN MAGAYE MEDICAL SERVICES COMPANY LIMITED**
- 2. The Registered Office of the company will be situated in Tanzania Mainland.**
- 3. The object of the company for which is established shall be to carry out the transactions of any kind and all lawful business for which the companies may be incorporated in Tanzania and more specifically the Company shall have powers to carry the following activities:-**
 - a) To acquire land properties in the United Republic of Tanzania for establishing health centers, hospitals, clinics, dispensaries, and pharmacies.**
 - b) To carry on the business of Hospitals, Dispensary, Health clinics, Body clinics, Fitness centers, Therapy clinics, X-ray, Dental units, Eye units, Theatre, Pharmacy, Beauty and Health consultants. To carry on the business of pharmaceutical chemists, druggists, and of the dispensing of medicines. To carry on the business of preparatory articles of all kinds and electrical chemists, surgical and scientific apparatus and materials, and medical and laboratory equipment.**
 - c) To carry on the business of manufacturers of and dealers in anatomical, orthopedic and surgical appliances of all kinds, bookmakers, stay makers, corset makers, artificial eye and limb makers, bandage makers, crutch, chair and stretcher makers, carriage makers, ambulance makers, chemist and druggist and providers of all requisites for hospitals patients and invalids and assist, promote, establish and contribute, manage control or support sick funds and any association or institutions for providing upon any terms**

or conditions, medicine, drugs, medical and surgical preparations and apparatus and restoratives during sickness or illness.

- d) To engage and otherwise carry on the business as pharmacists and medical dispensers to be pharmaceutical supplier's agents and to be importers, manufactures, distributors and suppliers of all kinds of human and veterinary pharmaceuticals, equipment, agriculture chemicals and to be providers of veterinary services. To be manufactures and or importers of veterinary drugs and agricultural pesticides.
- e) To carry on all or any of the business of chemists, druggists, chemical and medical manufacturers, importers and exporters of human medicines, pharmaceutical and medical equipments.
- f) To carry on a business of importing electronics equipment such as all kinds of refrigerators, deep freezers and cold room equipment, TV and others.
- g) To carry on the business of Financial services such as Merchant business, Agency business on behalf of banks, mobile operators and other financial services.
- h) To engage and otherwise to carry on the business of being a selling agent, affiliate, broker, joint venture partner, sub-contractor particularly in selling any products either abroad or locally
- i) To research and relay the market information and other promotional services in business management and promotion, as well as to identify new lines of thinking in marketing which may be conducive thereto or likely to enhance the promotion aspect thereof.
- j) To purchase, take on lease or in exchange or otherwise acquire land and properties of any tenure whatsoever in TANZANIA or elsewhere in WORLD WIDE, cultivate, grow, buy, prepare for market food crops of all kinds as well as vegetable or mineral products and to dispose of, sell or deal in any such procedure either in its raw or its manufactures or processed date.
- k) To buy, sell export and import goods and commodities of any descriptions whether produced by the company or not and to act as general merchants and traders both wholesale and retail and maintain shops, stores and agents.

- l) To enter into contract agreements and arrangement with any other company, whether in TANZANIA OR ESLEWHERE for the carrying out by such other company on the behalf of our company of any of the objects for which the company is formed.
- m) To purchase, take on lease or in exchange hire, or otherwise acquire and hold for any estate or interest any land, building, rights, privileges, concessions, patent right, licenses, secret processes, machinery, plant, stock-in-trade, any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof.
- n) To borrow or raise or secure the payment of money for the purpose of or in connection with the company's business.
- o) To issue and deposit any securities which the company has power to issue by way of mortgage, to secure any sum less than the normal amount of such securities any sum less than the nominal amount of such securities, and also by the way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealing with the company, or in whose business or undertakings the company is interested, whether directly or indirectly.
- p) To make advances to members, customers and other with or without security and upon such terms as the company may approve, and generally to act bankers for members, customers and others.
- q) To invest and deal with the moneys of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time be determined.
- r) To pay for the properties or rights acquired by the company either in cash or fully or partly paid up shares, with or without preferred or deferred or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, generally on such terms as the company may determine.
- s) To enter into any partnership of joint purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose

of shares, stock or securities of and to subsidize or otherwise assist any such company.

- t) To amalgamate with another company whose objectives include objects similar to those of this company, whether by sale or purchase of the undertaking subject to the liabilities of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature or partnership or in any other manner.
- u) To do all or any of the above things in any part of the world, either as principal, agents, trustees, contracts, affiliate, broker, joint venture parties or otherwise, and either alone or in conjunction with other by or through agents, sub-contractors trustees or otherwise.
- v) To engage in whole sale of electronic and telecommunications equipment and parts, consumer electronic sale and retail sale of information, computers, computer peripheral, computer softwares and communications equipment in specialised stores.
- w) To lend and advance loans with approved security to groups of entrepreneurs or individuals within the United Republic of Tanzania as the company shall determine by using the company's funds on such terms as may be considered necessary by the company;
- x) To lend and advance money at a rate of interest on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- y) To carry on business of micro finance by advancing loans to groups of entrepreneurs or individuals at a rate of interest against the borrower's personal properties or real properties.
- z) To carry on business of insurance (life and properties)
- aa) To invest surplus moneys not immediately required, upon such securities and in such manners as may from time be determined;
- bb) To co-fund and invest in joint venture or partnership arrangements with likeminded entrepreneurs in new and innovative private sector business ventures;

- cc) To conduct studies, surveys, observation missions and research related to micro-lending activities and to make their findings available to the microfinance stakeholders and the general public.
- dd) To carry out value chain analysis, feasibility/market studies and develop investment appraisals for new and existing private sector business ventures;
- ee) To provide advisory and consultancy services in technical and managerial capacity upgrading in business ventures;
- ff) To raise funds in the form of grants, donations, contributions, loans for furthering the objectives herein, in such manner as the company may deem fit;
- gg) To establish a network of experienced professionals inside and outside the country to offer professional services and education on entrepreneurship development with the purpose of helping the marginalized, unemployed and youths in streets, camps and ghettos to engage in productive undertakings.
- hh) To amalgamate or enter into a joint venture with any other company or firm, be it foreign or local having similar objects;
- ii) To subscribe for, conditionally or unconditionally, to underwrite, issue on commissions or otherwise, take, hold, deal in, and convert stocks, shares and securities of all kinds and to enter into partnership, or into any arrangement for sharing profits, union of interest, reciprocal concessions or cooperation with any person, partnership or company, and to promote and aid in promoting, constitute, form or organize any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of this company, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the company may think expedient;
- jj) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trademarks and service marks (whether registered or not), copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof, which may seem to the company capable of being used for any of

the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same, for any purpose whatsoever, whether manufacturing or otherwise, which the company may think calculated directly or indirectly to effectuate these objects;

- kk) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the company, to surrender or accept surrender of any lease or tenancy or rights, and sell or deal with the property, assets, business, rights or undertaking of the company, or any thereof and on such terms and for such consideration as the company may think fit, including for cash or shares, debentures or securities of any other company;
- ll) To borrow or raise money at both the local and international level in such manner as the company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the company may think fit), of bonds, debentures or debentures stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise and if the company think fit, charged on all or any of the company's property (both present and future) and undertaking and collaterally or further to secure any obligations of the company by trust deed or other assurance;
- mm) 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 and by publications of books and periodicals.
- nn) 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 for or otherwise acquire all or any of the shares or securities of each company as aforesaid;
- oo) To establish and carry on any other business of a similar nature or any business which may in the opinion of the directors be conveniently carried on by this company;

- pp) To establish agencies and local boards in Tanzania and elsewhere which would act on the best interest of the company and to regulate and discontinue the same;
- qq) To capitalize if and when deemed advisable the whole or part of the undivided profits of the company and/or moneys standing to the credit of the company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as duly paid up or in such manner as may seem expedient and whether amongst holders of shares in the company or others;
- rr) Upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash, or by issue of shares, debentures or other securities of the company, or by the granting of options to take the same, or in any other manner allowed by the law;
- ss) To sell dispose of or transfer the business property and undertaking of the company, or any part thereof, for any consideration which the company may see fit to accept and to sell, improve, manage, develop, exchange, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- tt) To do all such other such things as are incidental or conducive to the above objects or any of them.

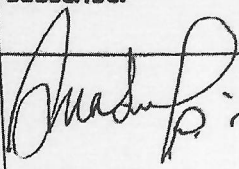
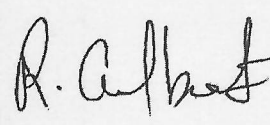
4. The liability of the Members is Limited.

5. The initial share capital of the company is (T) **SH 1,000,000,000/=** divided into **1,000,000** shares of (T) Shs.**1,000/=** each and the company shall have power to divide the original increased capital into several classes, and to attach there to any preferential deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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.

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber/percentage	Signature of the subscriber
JAMES ISAACK MABULA P.O. box 79414 Tanzania, Region Dar Es Salaam, District Kigamboni, Ward Kibada, Postal code 17109, At Kigamboni, kibada Near Mwalimu Nyerere Bridge	500,000	
RICHARD GILBERT NIWEMUGIZI P.O. box 456 Tanzania, Region Dar Es Salaam, District Ubungo, Ward Manzese, Postal code 16108, Near Argentina Bus stand	500,000	
TOTAL	1,000,000	

Dated this 22 day of November 2024

WITNESS to the above signatures:

Name: Lucky Titus Kagu

Signature: 

Postal Address: 46430 DAR

Title: ADVOCATE



THE UNIVERSITY OF CHICAGO
DIVISION OF THE PHYSICAL SCIENCES
DEPARTMENT OF CHEMISTRY
530 SOUTH EAST ASIAN AVENUE
CHICAGO, ILLINOIS 60607
TEL: 773-936-5000
FAX: 773-936-5001
WWW.CHEM.UCHICAGO.EDU



Y. K. Kuo, Director
J. H. D'Elia, Associate Director
J. H. D'Elia, Associate Director
J. H. D'Elia, Associate Director
J. H. D'Elia, Associate Director

THE COMPANIES ACT, 2002
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

JN MAGAYE MEDICAL SERVICES COMPANY LIMITED

PRELIMINARY

1. The Regulation contained in Table A in the First Schedule to the Companies Act , 2002 shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column.

WORDS

MEANINGS

The Act	The Companies Act, 2002
The Articles	The Articles of Association as now framed or as from time to time altered by Special Resolution.
The Auditors:	The duly appointed Auditors of the Company from time to time by the members of the company.
The Board	The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.
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.
The company	The above named Company
The Dividend	Any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member's equity interest in the Company and shall include bonus.

The holder	In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares
Member:	Registered Shareholder in the Company
The Office	The Registered office for the time being of the company
The Seal	The Common Seal of the Company
The Secretary	The Secretary of the Company or any person appointed to perform the duties of the Company Secretary.
Month	Calendar month
Proxy	Shall include an Attorney dully constituted under a Power of Attorney
Writing	Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.
Words denoting Single	Shall include plural
The masculine gender	Shall include the female gender
Persons	Shall include Corporations, Companies, Partnerships, Cooperatives Societies and other Legal or Statutory entities.

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

PRIVATE COMPANY

3. The Company is a private Company and accordingly:
 - a) The right to transfer shares is restricted in a manner hereafter prescribed.
 - b) The members of the company (exclusive of persons who are in the employment of the company while 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 Articles 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.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. The initial share capital of the company is **(T) SH 1,000,000,000/=** divided into **1,000,000 shares of (T) Shs.1,000/=**
- 5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company shall not give, directly or indirectly (and whether by means of a loan, guarantee, the provision of security or otherwise) any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its subsidiary Company, and the Company shall not make a loan for any purpose whatsoever on the security of its shares or those of its subsidiary Company.
- 6. Subject to the provisions of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the opinion 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.
- 7. The holder of any class of shares may at any time and from time to time and whether or not during liquidation, by an extraordinary resolution passed at a meeting of such holders, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority or of any accrued dividend, or the reduction for any time or permanently of the dividends payable thereon, or to the amalgamation into one class of the shares of any two or more classes, or any alterations in these Articles varying or taking away any rights or privileges attached to shares of the class, or to any scheme for the reduction of the Company capital affecting the class of shares in a manner not otherwise authorised by this Articles, or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole or any part of the Company's property or business determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration or abrogation or rights, contract, compromise or arrangement which the persons voting thereon could if *sui juris* and holding all shares of the class consent to or enter into, and such resolution shall be binding upon all the holders of shares of the class. This Article shall not be read as implying the necessity for such consent in any case in which but for the Article the object of the resolution could have been effected without it under the provision.

8. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant option over, or otherwise dispose them to such person or such persons on such terms and conditions, and at such times as they think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.
9. The Company may exercise the powers of paying commissions conferred by provisions of the Act: Provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said sanction and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

CERTIFICATES

10. Every person whose name is entered, as a member in the register shall, without payment, be entitled to receive within two months after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.
11. If any such certificate shall be worn out defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require, and in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the company all expenses incidental to the investigation by the company of such destruction or loss and to such indemnity.

PROHIBITION OF DEALING IN COMPANY'S SHARES

12. The Company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the Company or in its subsidiary company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the provision of the Act.

LIEN

13. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
14. The Directors may sell, in such manner as the Directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating a demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by a reason of his death or bankruptcy.
15. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
16. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if and shall subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES

17. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for payment of the past preceding call and each member shall (subject to receiving at least fourteen day's notice specifying the time or times and place of payment) pay to the Company at the time or times and places so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
18. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
21. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
22. The Director may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.
23. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in General Meeting shall otherwise direct) 5 per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.
24. No members shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all the calls for the time being due and payable on every share held by him. Whether alone or jointly with any other person together with interest and expenses thereon (if any).

TRANSFER OF SHARES

25. All transfers of shares may be effected by transfer in writing in usual common form under hand only.
26. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
27. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the Company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit hereinbefore prescribed. Acceptance or refusal to register a transfer will be by simple majority of the Directors save for the veto powers hereby being conferred to any of the first directors of the Company. Provided that the power of veto cannot be exercised in the case of transmission of shares.

28. The Directors may refuse to register any transfer of a share where the company has a lien on the share.
29. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal. Where such refusal has been exercised, the shares will be valued by a competent auditor chosen by the Directors and the shares bought by the first directors 'pari passu'.
30. The Directors may decline to recognize any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

TRANSMISSION OF SHARES

31. Save as in otherwise herein provided no share shall be transferred to any person who is not a founder member of the company so long as any founder member of the company is willing to purchase the same at a fair value which shall be determined by the Auditors of the Company and when an occasion for such a transfer arises the determination of the Auditors shall be accepted by all parties as a fair value.
32. In case of the death or bankruptcy of a shareholder the survivors or survivor where the deceased was a joint holder or the liquidator in case of bankruptcy, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
33. Subject to any provision of the Articles, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.
34. Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to register him, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.

35. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or, save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

FORFEITURE OF SHARES

36. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may forfeit at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the company by reason of such non-payment.
37. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
39. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
40. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the shares, or the person entitled to be holder of the shares, by transmission, as the case maybe, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
41. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the term of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.
42. Every share which shall be forfeited shall thereupon become the property of the company, and may be either cancelled or sold, or reallocated or otherwise disposed of either to the person who was before forfeiture the holder thereof, or entitled

thereto, to any other person, upon such terms and in such manner as the Board shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

43. A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, with interest thereon at such rate as the Directors may determine, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.
44. A statutory declaration in writing that the declarant is a Director of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
45. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any share which, by the time of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

INCREASE OF CAPITAL

- 46 The company may from time to time by ordinary resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe. The existing members shall have the first option to subscribe into any increase in the capital of the company.
- 47 The company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as shall think fit.
- 48 Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

ALTERATION OF CAPITAL

49. The Company may by Ordinary Resolution:

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or

/Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act;

(b) Cancel any shares, which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.

(c) Issue any preference, cumulative or redeemable shares.

50. The Company may by special Resolution reduce its share capital and any capital redemption fund in any manner and subject to any incident authorised and obtaining consent required by the law.

BORROWING POWERS

51. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital 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 of any third party.

GENERAL MEETINGS

52. Subject to the provision of the Act, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Ordinary General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings".

53. The Board of 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 requisitions and in such manner as provided for by the law.

54. If at any time there are not within 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.

NOTICE OF GENERAL MEETINGS

55. Every general Meeting shall be called by twenty one days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the nature of any special business that is to be transacted, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the Members entitled to vote thereat
56. Every notice calling a general meeting of the Company shall contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the company.

PROCEEDINGS AT GENERAL MEETINGS

57. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an ordinary general meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts, balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
58. 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; save as herein otherwise provided two third of the members personally present shall be a quorum. For the purpose of this Article a corporation, being a member shall be deemed to be personally present if represented by proxy.
59. Declaration or result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is 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 not carried by a particular majority, or lost, and an entry to that effect in the 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.

60. If a poll is duly demanded 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 is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
61. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
62. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of meeting directs, not being more than fourteen days from the date of the meeting.
63. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

64. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
65. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
67. On a poll votes may be given either personally or by proxy.
68. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
69. Any corporation which is a member of the company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, or at any meeting of any class of members of the company, and the person so authorised shall be entitled to exercise

the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the company.

70. 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 not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default, the instrument of proxy shall not be treated as valid.
71. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power.
72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

DIRECTORS

73. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five. The following subscribers to the Memorandum and Articles of the Association shall constitute the first Directors of the Company as follows;

- a) **RICHARD GILBERT NIWEMUGIZI**
- b) **JAMES ISAACK MABULA**

74. There shall be no share qualification for a Director.
75. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
76. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee meetings or General Meetings.
77. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum of percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

POWERS OF DIRECTORS

78. The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, as may be prescribed by Extraordinary Resolution of the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
79. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligation or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed and any Directors of the company may retain any remuneration so payable to them.
80. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.
81. The Directors shall cause minutes to be made in books provided for the purpose of:
- (a) all appointments of officers made by the Directors;
 - (b) all the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
 - (c) All resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

82. The Director on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

83. The office of a Director shall ipso-facto be vacated: -
- (a) If he be found lunatic or becomes of unsound mind;
 - (b) If he becomes bankrupt or compounds with his creditors;
 - (d) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
 - (e) If, by Extraordinary Resolution, he be removed from office;
 - (e) if he shall pursuant to the Statutes be prohibited from acting as a Director;
 - (f) becomes prohibited from being a Director by reasons of any order made under the provision of the law; or
 - (g) If, by notice in writing to the Company, he resigns his office.

ALTERNATE DIRECTORS

84. Any Director who is unable for any reason whatsoever to carry out his duties as a Director may with the approval of the Directors, appoint any person as his alternate to act for him. Such alternate shall in all respects be bound by the rules and regulations affecting the Directors in the same manner as the Director for whom he acts is bound.

PROCEEDINGS OF DIRECTORS

85. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Secretary may at any time summon a meeting of the Board.
86. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed be not less than two third of the members. The

Board will have its meeting four times annually, but they have full mandate to hold an extra-ordinary meeting at any time.

87. The Board will appoint the General Manager and such number off persons as it may think fit to assist such person in the efficient, effective and economic administration and management of the day to day affairs of the Company.
88. The Board may entrust to and confer upon the Managing Director any of the powers exercisable by them upon such terms and condition and with such restrictions as they may think fit and whether collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
89. The Board may from time to time appoint the Managing Director or Managers of the business of the company for such terms and on such remuneration (whether by way of salary or commission or participation in profits or partly in one and partly in another) as they may think fit and may remove and discharge any such person and appoint a substitute. The Board shall take such security, if any, for the conduct and satisfactory discharge of the duties of any such General Manager as they shall, in their discretion, think sufficient.
90. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or summoning a General Meeting of the Company, but for no other purpose.
91. The Board may delegate any of its powers, other than its power to borrow and make calls, to committees, consisting of such member or members of its body as it thinks fit, and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Board subject to the approval of the general meeting may make regulations for smooth running of the company.
92. All acts done by any meeting of the Board or a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, in that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
93. A resolution in writing, signed by all the Directors for the time being shall be so effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors. The Directors shall in the like manner have powers to pass circular resolutions.

94. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors, with a simple majority. All regulations guiding a general meeting will apply to the Board *mutatis mutandis*.

DIVIDENDS

95. The profits of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The company in general meeting may declare dividends accordingly.
96. No dividend shall be payable except out of the profits of the company or in excess of the amount recommended by the Board. The Board will evolve a dividend policy to ensure that a dividend is paid once a year.
97. Where any asset, business or property is bought by the company as from a past date (whether such date be before or after the incorporation of the company) upon the terms and the company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any shares or securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated, as revenue and it shall not be obligatory to capitalise the same or any part thereof.
98. All dividends shall be declared and paid according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
99. The Directors may deduct from any dividend or bonus payable to any member all sums of money, if any presently payable by him to the company on account of calls or otherwise.
100. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.

CAPITALIZATION OF PROFITS AND RESERVES

101. Subject to all necessary sanctions and consents, if any, being obtained, the company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the company not

required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled to receive the same such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued shares, debentures or securities of the company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly one way or partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of un issued shares to be issued to members of the company as fully paid bonus shares.

102. Whenever such resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issued of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also where necessary to deliver a proper contract for registration as required by the Act to authorise any person to enter on behalf of all members interested into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

103. A General Meeting may resolve that any surplus money arising from the accretion of any capital assets of the company, or any investment representing the same, or any other undistributed profits of the company not subject to charge for income tax, be distributed among the members upon the footing of the value so fixed in order to adjust the rights of the members so that they receive the same as capital.

ACCOUNTS

104. The Directors shall cause proper books of accounts to be kept with respect to:

- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b. all sales and purchases of goods by the Company; and
- c. the assets and liabilities of the Company.

105. The books of account shall, be kept at the registered office or (subject to the provisions of the Statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

106. A copy of every balance sheet including every document required by law to be annexed there to which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall in not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

THE SEAL

107. The seal shall be affixed to the documents or instruments in the presence of Two Directors or at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

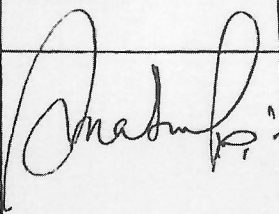
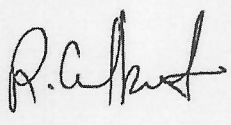
AUDIT

108. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

109. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Ordinance, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divided amongst the members in specie or kind the whole or any part of the assets of the company and may for such purposes set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

INDEMNITY

110. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes, the Directors, Auditors and Secretary and other officers for the time being acting for the company and the trustees, if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business or in the discharge of his duties.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber/percentage	Signature of the subscriber
JAMES ISAACK MABULA P.o. box 79414 Tanzania, Region Dar Es Salaam, District Kigamboni, Ward Kibada, Postal code 17109, At Kigamboni, kibada Near Mwalimu Nyerere Bridge	500,000	
RICHARD GILBERT NIWEMUGIZI P.o box 456 Tanzania, Region Dar Es Salaam, District Ubungo, Ward Manzese, Postal code 16108, Near Argentina Bus stand	500,000	
TOTAL	1,000,000	

Dated this 27 day of November 2024

WITNESS to the above signatures:

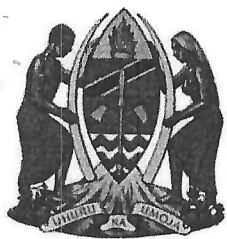
Name: LUCKY TITUS KAGUO

Signature: 

Postal Address: 46430 DAR

Title: ADVOCATE





C.1

TANZANIA



Certificate of Incorporation of a Company

Section 15

No: 180439218

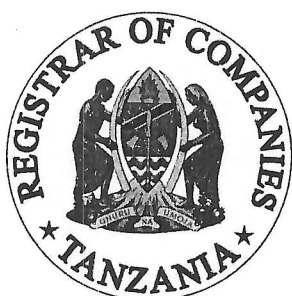
I HEREBY CERTIFY THAT

IN MAGAYE MEDICAL SERVICES COMPANY LIMITED

is this day incorporated under the Companies Act, 2002
and that the Company is Limited.

GIVEN under my hand at Dar es Salaam this 13th day of
DECEMBER TWO THOUSAND AND TWENTY FOUR.

PRINC ASST. REGISTRAR OF COMPANIES



113500



THE UNITED STATES OF AMERICA

DEPARTMENT OF THE ARMY

WASHINGTON, D. C.

OFFICE OF THE ADJUTANT GENERAL

ADJUTANT GENERAL'S OFFICE

ADJUTANT GENERAL'S OFFICE





JAMHURI YA MUUNGANO WA TANZANIA
KITAMBULISHO CHA TAIFA
THE UNITED REPUBLIC OF TANZANIA
CITIZEN IDENTITY CARD

19740701-151119-000002-28

JINA LA KWANZA : JAMES
First Name

MAJINA YA KATI : ISAACK
Middle Name

JINA LA MWISHO : MABULA
Last Name

JINSI : M
Sex

MWISHO WA MATUMIZI : 20 MAY 2024
Expiry Date



Scanned as True Copy of the Original
Pascal Thomas Mthaya
Assistant, Deputy Public & Government



2013/23



National ID 19930722331020000127

Names

First Name:	RICHARD	Middle Name:	GILBERT	Last Name:	NIWEMUGIZI
Gender	MALE	Date of Birth	1993-07-22	Marital Status	SINGLE

Resident Details

Region	MWANZA	District	NYAMAGANA	Ward	PAMBA
Village	JESHINI	Street	JESHINI	House Number	
Address		Post Code	33102	Occupation	UNEMPLOYED

Place of Birth

Country	TANZANIA, THE UNITED REPUBLIC	Region	KAGERA	District	BIHARAMULO
Ward	BIHARAMULO MJINI	Nationality	TANZANIAN		

Digital Signature

R. Gilbert

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF HOME AFFAIRS
TANZANIA POLICE FORCE



LOSS REPORT

PHQDAR/KIN/29125/2025

This is to certify that
RICHARD GILBERT NIWEMUGIZI



I reported to the police station on Wednesday, February 26th, 2025, that the mentioned property below has gone missing:-

Property Type	Property Name	Property Number
Identity Card	Premis Registration Certificate	

More Details
lost



Control Number :: 9910843680658

Identity Number :: 19930722331020000127

INSPECTOR GENERAL OF POLICE (CPF)

Wednesday, February 26th, 2025

NB: It must be clearly understood that this report is not evidence that the report made by the complainant was accepted by the Police station as genuine

RICHARD - NIWEMUGIZI
P. O. BOX 6500
DAR - ES-SALAAM
TANZANIA
27/2/2025

PHARMACY COUNCIL
P. O. BOX 1277
DODOMA

REF: MISPLACEMENT OF PREMISES
REGISTRATION CERTIFICATE

My name is Richard Niwemugizi, owner of
Magaye pharmacy reg. FIN 0101891 P/A No 233
Midi'ini Manja Ubungo I acknowledge the loss of
premises registration certificate.

I attach the police loss report as a proof
I hope my request will be adhered

Yours faithfully
Richard
27/2/2025.

PHARMACY COUNCIL



PERMIT TO OPERATE THE BUSINESS OF A PHARMACIST

Made under Section 37 of the Pharmacy Act Cap. 311

Permit No. 01891-2025

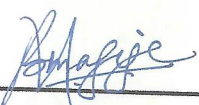
This Permit is hereby granted to M/S Magaye Pharmacy of P.O.Box, Dar es Salaam to operate a Retail Only Business at the premises situated/lying between Plot No. 233, Midizini, Manzese, Ubungo Municipality/District in Dar es Salaam Region with Facility Identification Number (FIN) 0101891 under a superintendent Pharmacist Vivian Teognus Makuhana with Personal Identification Number (PIN) 0103933

Issued in: January 2022

Expires on: 30 June 2025

30-01-2025

DATE:


SIGNATURE OF REGISTRAR

CONDITIONS

1. This Permit shall have and continue to have effect from and including the day when it is issued and does not authorize the holder to operate business in unregistered premises or during the period of suspension, revocation or cancellation
2. The nature of conducting business shall conform to the category of pharmacist business registered
3. This permit does not authorize the holder to sell or supply medicines illegally to unlicensed premises.
4. When vacating the registered premises, the superintendent pharmacist shall surrender to the Council the original Premises Registration Certificate and Business Permit
5. The permit is non transferable and Council reserves the right to suspend, revoke or cancel any certificate or permit issued under this Act if satisfied terms and conditions have been violated



THE DIRECTOR OF PHAB
MINISTRY OF HEALTH
PO Box 743
DODOMA
17TH FEBRUARY, 2025

Board of Directors Resolution

Date: 17.02.2025

To Whom It May Concern,

This letter serves as an official resolution from the Board of Directors of JN MAGAYE MEDICAL SERVICES. We hereby confirm that Dr. RICHARD NIWEMUGIZI, Registration No. MCT9024, a qualified medical professional, has been appointed as the medical advisor of our medical services, effective from February 1, 2025. DR. RICHARD will oversee the day-to-day operations and manage the medical team to ensure the highest standard of care and services are provided to our patients and company.

Dr. RICHARD NIWEMUGIZI has demonstrated exceptional competence, dedication, and leadership in the medical field, and we have full confidence in his ability to fulfill this important role.

If you have any further inquiries or need additional confirmation, please do not hesitate contact us.

Yours sincerely,

RICHARD NIWEMUGIZI
Managing Director

Signature.....

R. Niwemugizi 17/02/2025

JAMES MABULA
DIRECTOR

Signature.....

J. Mabula — 17/02/2025





TANZANIA REVENUE AUTHORITY

ISO 9001: 2015 CERTIFIED

TAX CLEARANCE CERTIFICATE

(Issued Under Regulation 103 of Tax Administration (General) Regulations, 2016)

Licencing Authority; TIN : 101-186-555

HALMASHAURI YA MANISPAA YA KINONDONI

MWANANYAMALA/ MWINJUMA ROAD

31902

DAR ES SALAAM

Tax Certificate Number:

131-0231-1423

Issuing Office: Kinondoni

Telephone: 022-2771841

Date of issue: 11 March 2025

Expiry Date: 31 December 2025

Taxpayer Name	JN MAGAYE MEDICAL SERVICES COMPANY LIMITED		
Trading Name			
Taxpayer Identification Number	180-439-218	Vat Registration Number	
Company Registration Number			

Business Premises located at :

REGION : DAR ES SALAAM,

DISTRICT : CHAKE,

STREET : NEAR ARGENTINA BUS STAND

This is to certify that the above registered Taxpayer has complied with tax laws and has been granted Tax Clearance Certificate with respect to the following business(es):

1	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
2	Medical and dental practice activities
3	Hospital activities

Alfred T. Mregi

COMMISSIONER FOR DOMESTIC REVENUE

11 March 2025



Disclaimer :

1. This certificate is issued free of charge
2. This certificate should be tendered in its original form and it is valid only if it is embossed with QR Code
3. This Tax Clearance Certificate shall not preclude the Commissioner General from demanding and recovering taxes established after issuance of this Certificate.