

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SERENGETI BREWERIES LIMITED

- 1 The name of the company is **Serengeti Breweries Limited**.
- 2 The registered office of the company is situated in the United Republic of Tanzania.
- 3 The objects for which the company is established are:
 - (a) To carry on business as brewers distillers and manufacturers of and merchants and dealers in beer, ale, portar, stout, wine, spirits, aerated waters and liquors of every description whether intoxicating or not and of casks, bottles and other receptacles for the same and of malt, hops, grain, wheat, sorghum, millet, meal yeast and all other material and things capable of being used in connection with any such manufacturers or businesses.
 - (b) To carry on the business of licensed victuallers, hotel, tavern and lodging house keepers, caterers and purveyors of refreshments and stores of every description tobacconists, carriers and livery stable keepers.
 - (c) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralise, bottle and otherwise deal in mineral and aerated waters and other liquids of every description.
 - (d) To carry on the business of manufacturers and dealers in plant, machines, machinery vessels, syphons, filters, bottles, apparatus, appliances and receptacles of all kinds for manufacturing, improving, treating, preserving, refining, aerating, mineralising bottling, and discharging any liquids.
 - (e) To carry on the business of hotel, restaurant, cafe, roadhouse, motel, holiday camp, caravan site and apartment-house keepers.
 - (f) To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
 - (g) To buy, sell (both to persons residing on the company's premises and to non-residents) import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits confectionery, wine, spirit, beer and alcoholic beverages tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said business.

Certified True Copy of the Original
Lucia Tarama Miade

Lucia Tarama Miade
Advocate, Notary Public and
Commissioner for Oaths.
30/3/2020

- (h) To construct, equip maintain and work public transport vehicles, motor coaches or other vehicles appropriate for the carriage of passengers or goods and to carry on the business of proprietors and carriers of passengers both in public conveyances and in private vehicles and goods in Tanzania and the neighbourhood and in such other places as may from time to time be thought fit.
- (i) To construct garages and store houses and other buildings for the housing and repair of vehicles, the storage of fuel and other oils and substances required for the working of the said vehicles, the warehousing of the goods carried and the accommodation of the persons intending to be passengers.
- (j) To carry on and undertake the storage, warehousing, packing, removal, carrying, delivery purchase, sale, exchange, mortgaging, pledging and exhibiting beer, ale, porter stout, wine, spirits, aerated waters and liquors, malt, hops, grain wheat, sorghum millet, meal yeast, carriages, and goods and chattels of every description.
- (k) To establish or acquire and carry on offices, trading, stations, factories; stores and depots in Tanzania or elsewhere and to purchase lease or otherwise acquire, carry on, develop and improve any business or real and personal property, right of occupancy or government lease in Tanzania or elsewhere or any individual or other interest whatsoever therein respectively.
- (l) To act and carry on business as commissioned and del-credere agents, manufacturers and commercial representatives (whether local or otherwise) distribution agents, brokers, factors, advertising contractors and to undertake market research and sales promotion for products of every kind whether manufactured in Tanzania or elsewhere and to carry on any other business which may be usefully carried on in connection with such business and to acquire and undertake the whole or any part of the business, property and liabilities of any business that may be usefully carried on in connection therewith.
- (m) To purchase, take on lease or hire or otherwise acquire in Tanzania or elsewhere any movable, and/ or immovable property which the company may think necessary or convenient for effecting any of its objects; and in particular any lands, houses, factories, warehouses, plant machinery, patents, concessions, trade marks, trade names, copy-rights, licences, stock, material or property of any description and to work, use maintain and improve, sell, let surrender, mortgage, charge dispose of or otherwise deal with the same of any other property of the company including in respect of any patent rights belonging to the company, the grant of licences or authorities to any person corporation or company to work the same.
- (n) To develop, improve and utilise any land acquired by the company, or in which the company is interested, and lay out and prepare the same for building purposes construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads and conveniences and to plant, pave drain, maintain fit and improve buildings, roads and conveniences and to plant, pave drain, maintain let on building agreement any such land, and advance money to and enter into contracts and arrangements of all kinds with builders or tenants of and others interested in any such land.
- (o) To acquire and hold, but not to trade or deal in shares, stocks, debentures, debenture stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in Tanzania or elsewhere, and debentures, debenture stock, bonds obligations or securities issued or guaranteed by any

governments, sovereign ruler, commissioners, public body or authority, supreme, municipal local or otherwise, whether in Tanzania or abroad.

- (p) To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any patents, patent rights brevent d'invention trade marks, designs, licences, concessions and the likes conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem directly or indirectly to benefit the company and to use, exercise, develop grant licences in respect of, or otherwise turn to account the property, right or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions and right.
- (q) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stocks bonds, debentures mortgages, deeds of bond and security or other obligations, or any or either of them of any business which the company is authorised to carry on, or possess of any property or right suitable for the purposes of the company, and to acquire the business of any company or corporation if deemed expedient, by amalgamation with such company or corporation instead of by purchase in the ordinary way.
- (r) To pay all costs, charges and expenses incurred or sustained in or about the promotion end establishment of the company or which the company shall consider to be in the nature of prelliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards.
- (s) 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 the 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 law.
- (t) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society partnership or person, formed for all or any part of the purposes within the objects of the company, and to conduct and carry on, or liquidate and wind up, any such business.
- (u) To manufacture, buy, sell and generally deal, in any plant, machinery, tools, goods or things of any description, which in the opinion of the company may be conveniently dealt with by the company in connection with any of it objects.
- (v) To let on lease or hire the whole or any part of the real and personal property of the company on such terms as the company shall determine.
- (w) To issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide for brokerage commission, end underwriting, in respect of any such issue.
- (x) To draw, accept, and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.

- (y) To borrow, raise money or secure obligations (whether of the company or any other person by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the company shall think fit.
- (z) To receive money on deposit, with without allowance of interest thereon.
- (aa) To advance and lend money upon such security as may be thought proper, or without taking any security thereof.
- (bb) To invest the monies of the company not immediately required in such manner, other than in the shares of this company, as from time to time may be determined.
- (cc) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall either in whole or in part, be similar to those of this company, or such as may be likely to promote or advance the interest of this company.
- (dd) To establish agencies and local board in the United Republic of Tanzania and elsewhere, and to regulate and discontinue the same.
- (ee) To provide for the welfare of persons in the employment of the company, or formerly in the employment of the company or its predecessors in business, and the wives, widows and families of such persons, by grants of money pensions, or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claims to support or aid by the company by reason of the nature of the locality of its operations or otherwise.
- (ff) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character the support of which will, in the opinion of the company, tend to increase its repute or popularity among its employees, its customers, or the public.
- (gg) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits) or for amalgamation, with any other company, or any partnership or person, carrying on business within, the objects of this company.
- (hh) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company.
- (ii) To make subvention payments in favour of any associated company and to enter into all necessary and proper agreements for such purpose.
- (jj) To sell, dispose of or transfer the business, property and undertaking of the company or any part thereof, for a consideration which the company may see fit to accept.
- (kk) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payments or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (ll) To distribute in specie or otherwise as may be resolved any assets of the company among its members, and; particularly the shares, debentures or other securities of



19 February 2020

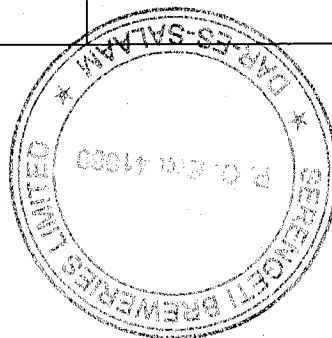
To whom it may concern,

SHAREHOLDING STRUCTURE OF SERENGETI BREWERIES LIMITED

This is to confirm that the current shareholding structure of Serengeti Breweries Limited is as follows:

SBL Shareholder	Number of shares	% of voting shares
UNION BREWERY HOLDINGS LIMITED, BVI	"B" 4,350,000	16.73
SENAPATI LTD (FORMERLY NAPSTER GROUP INC., BVI)	"B" 3,450,000	13.27
CMG INVESTMENTS, TANZANIA	"B" 2,600,000	10
MARK BOMANI, TANZANIA	"B" 780,000	3
HENRY H. MOSHA, TANZANIA	"B" 520,000	2
EAST AFRICAN BREWERIES LIMITED, KENYA	"A" 14,300,001	55
TOTAL	26,000,001 "A" and "B"	100

Lucia Minde
Company Secretary
For and on behalf of Serengeti Breweries Limited



GUINNESS



+255 784 286 162

P.O. Box 41080
Dar es Salaam
Tanzania



To whom it concerns

2nd April 2020

RE: SERENGETI BREWERIES LIMITED SHAREHOLDERS

The below are the Serengeti Breweries Limited shareholders;

Shareholder 1

Company number:1602801

E-mail Address: info@serengetibrew.com

Mobile Phone Number: 28603478

Registered office: Mauritius, Le Caudan, Waterfront, Port Louis, Mauritius, 11307,

Name: Union Brewery Holding Limited

% of voting shares: 16.73%

Shareholder 2

Company number: 409774

E-mail Address: info@serengetibrew.com

Mobile Phone Number: 28603478

Registered office: British Virgin Islands, Tortola, Road Town, Tortola, British Virgin Islands, VG1110,

Name: Senapati Limited

% of voting shares:13.27%

Shareholder 3

Incorporation number:24181

P.O. Box 235

E-mail Address: satish@cmggroup.co.tz

Mobile Phone Number: 255784800660

Registered office: Tanzania, Region Mwanza, District Ilemela, Ward Ilemela, Postal code 33205, Igoma, Mwanza, Tanzania.

Company Name: CMG Investments Limited

% of voting shares: 10%

Shareholder 4

Company number:C.5/34



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+255 784 286 162

P.O. Box 41080
Dar es Salaam
Tanzania



E-mail Address: info@serengetibrew.com

Mobile Phone Number :28603478

Registered office: Kenya, Nairobi, Corporate Centre, Tusker Brewery, Thika Road, 00100

Name: East African Breweries Limited

% of voting shares: 55%

Shareholder 5

Name: Henry Herman Masha

Gender: Male

Nationality: Tanzanian

Mobile Phone Number :28603478

info@serengetibrew.com

Residential address Tanzania, Region Kilimanjaro, District Moshi CBD, Ward Mji Mpya, Postal code 25111, Moshi, Tanzania

% of voting shares: 2%

Shareholder 6

Name: Mark Danhi Bomani

Gender: Male

Nationality: Tanzanian

Mobile Phone Number: 28603478

Residential address: Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Upanga, Old Bagamoyo Road, Dar Es Salaam, Tanzania.

% of voting shares: 3%

Gwandumi Mwangolombe

Legal Manager

For and on behalf of Serengeti Breweries Limited



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P.O. Box 41080
Dar es Salaam
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