


THE COMPANIES ORDINANCE
(CAP.212)

COMPANY LIMITED BY SHARES

Certified as a True Copy of the Original

 26/07/2021

JUSTADES ANGELO

Advocate, Notary Public & Commissioner for Oaths

Memorandum

And

Articles of Association

of

OMEGA FISH LIMITED

Incorporated this day of 19

Drawn by:

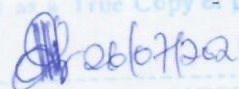
AMIN HASSANALI,
P. O. BOX 94
MWANZA

TANZANIA
12005-PAID
10-10-18

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
OMEGA FISH LIMITED

TANZANIA
Paid
Stamp Duty Shs: 600/-
E6110722 of 16-11-18
Receipt No.
Notary Public & Commissioner for Oaths

1. The name of the Company is " OMEGA FISH LIMITED " .
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - a) To carry on the business of general traders and import, export and deal in fish whether dried or fresh or frozen, prawns, sea foods, fruits, poultry, whether treated or alive, meat livestock and generally to do general export and import business.
 - b) To carry on the business of fishing and marine products of all sea and lake products, and to own, hire or deal in any fishing crafts, trawlers, and cold storage for storing fish and marine products, and to process, sell locally, and export to foreign countries all type of fish, shrimps, lobsters, and dried, smoked, salted canned or frozen fish, beche-de-mer, fish maws.
 - c) To undertake and engage in the establishment of fishing industry, fishfarming and undertake marine activities, processing, packing, buying, selling, distribution, supplying and marketing of fish, sea food, sea-weed and all marine and lake products of all kinds.
 - d) To carry on the business of trading and marketing including export of all fresh foods, frozen foods, dried foods, sea foods, fish, prawns and all kinds of marine products, and to buy, sell, get work, shape, hew, carve, polish, crush, and prepare for market or use stones of all kinds, and to deal in all kinds of flowers, coffee, cotton, cocoa, sisal, tea, coconuts and copra, coconut fibre, and raffia fibre, cinchoa, flax grain, fruits and foodstuffs, milk and dairy products, rice, paddy, wheat, millet, all kinds of agricultural produce and other merchandise.
 - e) To carry on the business of and dealers in ice, ice blocks, pyrogen free water, distillers, aerated and mineral waters and other soft drinks, fresh juices and to deal in commodities of all kinds.
 - f) To purchase, hire, or otherwise acquire and hold ships and vessels, and to carry on all or any of the business of shipowners, freight contractors, general carriers by land and water, and any other business let on hire, repair, alter and deal in machinery component parts, accessories and fitting.
 - g) To purchase or otherwise acquire, workshops, buildings and premises and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about the trade or business of engineers, founders, smiths or merchants.
 - h) To import, purchase or otherwise acquire all necessary machinery and equipment and raw materials and accessories for the business of the Company.
 - i) To carry on the business of importers, dealers and distributors of oil, kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.

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- j) To sell or dispose of the undertaking any property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- k) To carry on the business of wholesale or retail of automotive spares and parts of all description, tyres and tubes, batteries, battery solution and all other spares, accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- l) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- m) To construct, erect, maintain and alter any buildings, machinery plant work necessary or convenient for the purpose of the Company.
- n) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- o) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- p) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- q) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital or any debentures or other securities of the Company or the conduct of its business.
- r) To distribute any part of the property of the Company in specie among the members.
- s) To lend and advance money and give credit to such persons or Companies as may seem expedient and in particular to members of the Company and customers and others having dealing by such persons.
- t) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferrable instruments, and also bills of exchange.
- u) 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 and provide for brokerage, commission and underwriting, in respect of any such issue.
- v) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.
- w) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- x) To establish depots and agencies in different parts of the world for the purpose of carrying any or of all the business of the Company.

- y) To carry on the business of general merchants , general storekeepers , universal providers importers , exporters and wholesale and / or retail traders of or otherwise dealers of and in cotton , silk and woolen goods and textile fabrics of all kinds.
- z) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary 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.
- aa) To enter into any arrangements and contracts with Government or Authorities (Supreme, municipal , local or otherwise) or any corporations , companies or persons , having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority , Corporation , Company or persons any characters , contracts , decrees , rights , privileges and concessions.
- bb) To purchase , take on lease , option or licence , exchange or otherwise acquire in any part of the world , prospecting rights and contracts , leases , options , mineral properties , grants , concessions , charters , privileges , licences or authorities of and over mines , land and mineral or other properties either absolutely or conditionally.
- cc) To borrow or raise or secure the payment of money in such manner as the Company shall think fit , and in particular by the issue of debenture stock certificates or other securities perpetual or otherwise charged upon all or any other Company's rights and property (Present and Future) concluding any uncalled capital or without any such security and to purchase , redeem or pay off any such security or loan.
- dd) To amalgamate with , or enter into partnership or into any arrangement for sharing profits , union of interest , co-operation joint venture reciprocal concession or otherwise with any person or company carrying on or engaged in , or about to carry on or engage in any business or transaction which this Company is authorised to carry on , or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company , and sell , hold , re-issue with or without guarantees , or otherwise deal with the same.
- ee) To promote another Company for the purpose of acquiring all or any of the property and liabilities of this Company , or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- ff) To pay the expenses of any preliminary and incidental to the promotion , establishment and registration of the Company or of any other Company promoted , formed , established or registered by the Company and all brokerage , discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking , placing or undertaking all or any of the shares or debentures or other obligations of the Company as promoted , formed , established or registered by the Company.
- gg) To obtain all powers and authorities necessary to carry out or extend any of the above subjects.

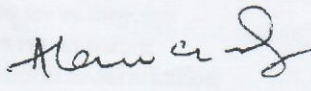
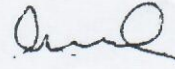
The objects set forth in any sub-clause shall not , except when the context expressly so required , be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or other objects therein specified of the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause , but the Company shall have full power to exercise all or any of the

power conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or performed do not fail within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated and whether domiciled in East Africa or elsewhere and the intention is that the object specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main object and shall in no wise be limited or restricted a reference to or inference from the terms of any other paragraph for the name of the Company.

- hh) The liability of the members is limited.
- ii) The initial capital is Shs. 5,000,000/= divided into 100 shares of Shs. 50,000/= each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
Amin Hassanali P.O. Box 94 Mwanza	1	
Omega Fish Ltd. Perbayne House 41 Circular Road Isle of Man	99	

DATED at Dar es Salaam this 9th day of October 1998.

WITNESS to the above signatures:

NAME: Joana Mubuni

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 5331

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