

THE COMPANIES ORDINANCE
(CAP. 212)

.....
COMPANY LIMITED BY SHARES
.....

MEMORANDUM

AND ARTICLES

OF

ASSOCIATION

OF

KAHAMA OIL MILLS LIMITED
.....

Incorporated this day of 2002
.....

WITNESSED BY
SICCA NKWABI
(DESCRIBER)
PO BOX 253
KAHAMA

Certified True Copy of the Original
Sign: *[Signature]* Date: 01-04-2002
FILBERT PETER
Advocate, Notary
Public & Commissioner for Oaths

4. The liability of the member is limited.
5. The initial share capital of company is Tanzania Shillings Five Hundred Million only (500,000,000/=) divided into Five thousands (5,000) ordinary shares of Tanzania Shilling One hundred thousand only (100,000/=) each and the company shall have the power to divide the original or any increased capital into several classes and to attach here to any preferential, differed, qualified or other special rights privileges restrictions or conditions.

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

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
1. MHOJA NKWABI P.O. BOX 253 KAHAMA SHINYANGA	1,000	<i>Mhoja Nkwabi</i>
2. EMMANUEL NKWABI P.O. BOX 253 KAHAMA SHINYANGA	1,000	<i>E-Nkwabi</i>

Dated at Dsm this 25 day of November 2002

WITNESS to the above signatures

NAME : DESIDERI GERASTIAN NGALO
P.O. Box 72347
DAR ES SALAAM
TANZANIA

POSTAL ADDRESS :

SIGNATURE : *[Signature]*

QUALIFICATION :



Certified True Copy of the Original
Sign: *[Signature]* Date: 07-04-2002
FILBERT PETER
Advocate, Notary
Public & Commissioner for Oaths

Certified true copy of the original
[Signature]
RESIDENT DISTRICT ADMINISTRATOR KAHAMA

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

KAHAMA OIL MILLS LIMITED

1. The name of the Company is "KAHAMA OIL MILLS 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 undertake or otherwise carry on the business of seed oil extraction to produce the oil seeds, process crude oil to produce refined edible oil and other types of oils, wares chemicals and merchandise of every nature, soaps, detergents and allied products and sundries.
- (b) To erect, construct, acquire, hire, hold, work, let sell, install and or run oil processing mills, factories, backhouses, shops, buildings, machinery and appliances suitable for such all kinds of edible oil processing, manufacturing and dealing.
- (c) To engage in and or carry on the business of processing and be manufacturers of seed and vegetable edible oils, cooking facts, cheese, butter, ghee and all kind of edible oils.
- (d) To erect, construct, reconstruct, acquire, hold, let and maintain tank farms for crude and refined edible oil storage.
- (e) To cultivate, farm and or otherwise to be planters of oil seeds of all kinds and description.
- (f) To carry on the business of Wholesale and or retail dealers of seed and vegetable edible oils, cooking fats, cheese, butter, ghee and edible oils of all kinds and every description.
- (g) To carry on business of importing, stockiest and distribution of all types of edible oils and related products.
- (h) To carry on the business of mechanical works, spare parts and services, accident repairs, penal beating, re-spraying, manufacturing of steel door, windows, grills and security gates, steel furniture, engineering work into cargo and bus body building, manufacturing into components, boding brakes parts. Clutch and pressure plates, starter motor, dynamos and alternators.

29/5/03
RECEIVED
REGISTRATION



THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY
(Offices: Co-operative Building Lumumba Street)

Telephone: +255 22 2180139

Fax: +255 22 2180371

Email: usajili@brela.co.tz

Website: www.brela.go.tz

*(All official communications should be addressed
to the Chief Executive Officer not to individuals)*

In reply please quote:

Ref: No.MIT/RC/44924/

P.O.Box 9393
DARES SALAAM

26th September, 2017

William Matonange,
P.o Box 253 KAHAMA-SHINYANGA ,
Shinyanga

**RE : THE COMPANIES ACT, 2002
: KAHAMA OIL MILLS LIMITED**

Refer to your letter dated 22nd September 2017, Below are the particulars

1. Company Name :
KAHAMA OIL MILLS LIMITED
2. Date of Incorporation :
2ND DECEMBER,2002
3. Share Capital :
TSHS 550,000,000/= DIVIDED INTO 55,000 SHARES OF TSHS 10,000/= EACH
4. Directors :
I) MHOJA NKWABI
II) SYLVESTER MHOJA NKWABI
5. Annual Return Filed :
FILED UP TO 2016

payments and providing or subscribing towards places of instruction and recreation and hospitals, assistance as the company shall think fit

- (a2) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable, or other institutions or objects of public character or which have any moral or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.
- (bb) To procure the company to be registered or recognized in any foreign country or place.
- (cc) To distribute any of the property of the company among the members in species and either by way of dividends or upon any return of capital.
- (dd) To carry on, develop, extend and turn to account, profit any trade, business or operation whatsoever which can in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property or rights.
- (ee) To carry on and engage in the business of dealing with all types of information systems, hardware and software systems, consultancy, general Computer knowledge, Tele-communication, computer training and programming.

AND it is hereby declared that in the interpretation of this clause and power conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided but so that company shall have full power exercise all or any of the powers conferred by any part of this clause in any part of the world and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not restrict the powers of the company. It is further declared that word "COMPANY" in this clause shall be deemed to include any partnership or other body or persons, whether or elsewhere and the intentions that the objects specified in each paragraph of this clause or this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by reference to or interference from the terms of any other paragraph or the name of the Company.

- (r) To invest and deal with moneys of the company not immediately required upon each security and in such manner as from time to time be determined.
- (s) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, publication of books and periodicals and by granting prizes, rewards and donations.
- (t) To lend and advance money or give credit to such person, firms or companies, and on such terms as may seem expedient, and in particular to customers and other persons having dealing with the company and to give guarantee to become sureties for any person, firms or companies for the due payment of money for the performance of any obligations.
- (u) To draw, accept, make, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading warrants debentures and other negotiable or transferable instruments.
- (v) To receive money on deposit or loan and to borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debentures stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person of any obligation undertaken by the company or any other person as the case may be.
- (w) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portion, for such consideration as the company thinking fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (x) To establish agencies and local boards in Tanzania and elsewhere and to regulate and discontinue the same.
- (y) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to dispatch expeditions commissions, experts and agents.
- (z) To provide for the welfare of the persons in the employment of the company of formerly in the employment of the company or its predecessor in business and the

- (i) To carry on the business and deal in catering and hotel industry and to establish and to operate clubs, inn tourist and holiday camps, tour operators and travel agents and to generally deal in the tourist business.
- (j) To deal in and carry on the business of imported and exports of all types of goods, commodities and produce whether industrial, agricultural or otherwise and to import and export, sell and buy or otherwise deal in all types of chemical and chemical products, mineral and marine products of whatever description.
- (k) To engage in and carry on the business of general trading both retails as well as wholesale, general merchants and shop and storekeepers.
- (l) To engage and carry on the business of processors of all farm produce grain milling, juice extraction and canning, bottling, oil extraction, refining, packing and preserving product stock or animal feed for local and foreign markets.
- (m) To carry on the business of mining and prospecting and exploiting minerals of every kind and description.
- (n) To engage in engineering works of every description including civil engineering, mechanical, electrical, chemical, process and automobile engineering.
- (o) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess any of the property suitable for the purpose of this company.
- (p) To enter into any arrangement with any Government or Authorities (supreme, municipal, local or otherwise) or any corporation, company or person having objects that may seem conducive to the company's objects or any of them and to obtain from such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and commission which the company may think desirable and to carry out, exercise and comply with any such charters, contracts, decree, right, privileges, and concessions.
- (q) To enter into partnership or into any arrangement for sharing profits, union or interests, corporation joint ventures, reciprocities, concessions or otherwise with any persons, firm, corporation or company carrying on or engaged in or about to carrying on any business or transaction which this company is authorised to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money, to guarantee the contracts of, or otherwise assist any such person, firm or company and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

4. The liability of the member is limited.

5. The initial share capital of company is Tanzania Shillings Five Hundred Million only (500,000,000/=) divided into five thousands (5,000) ordinary shares of Tanzania Shilling one hundred thousand only (100,000/=) each and the company shall have the power to divide the original or any increased capital into several classes and to attach here to any preferential, differed, qualified or other special rights privileges restrictions or conditions.

We the several persons whose names and addresses are subscribed and desirous or 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 ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
MHOJA NKWABI KABALO P.O.BOX 253 KAHAMA SHINYANGA	2,500	<i>[Handwritten Signature]</i>
SYLIVESTER MHOJA NKWABI P.O.BOX 253 KAHAMA SHINYANGA	1,000	<i>S. N. Mhoja</i>

Dated this 25th day of July 2022.

WITNESS to the above signature

NAME : _____
 POSTAL ADDRESS: Kahama Shinyanga
P.O. Box 253
Dok ES SALAAM,
TANZANIA
 SIGNATURE : *[Handwritten Signature]*
 QUALIFICATION : _____

Certified True Copy of the Original
 Sign: *[Handwritten Signature]* Date: 27-07-2022
FILBERT PETER
 Advocate, Notary
 Public & Commissioner for Oaths

[Handwritten Signature] 24/5/13

6. Shareholders :

- I) MHOJA NKWABI - 2,500 SHARES
- II) SYLVESTER MHOJA NKWABI - 1,000 SHARES
- III) KOM GROUP OF COMPANIES LIMITED - 2550 SHARES

7. Number of Shares :

55,000 SHARES

8. Director Nationality :

BOTH TANZANIANS



David Nyarara

FOR REGISTRAR OF COMPANIES

THE COMPANIES ORDINANCE (CAP.212)
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
KAHAMA OIL MILLS LIMITED

PRELIMINARY

1. The regulation contained in Table "A" in the first schedule to the Companies Ordinance, Chapter 212 (which shall be referred to here after as "The Act" shall apply to the Company only to the extent that these Articles are inexhaustive.
2. To Company is PRIVATE COMPANY with in the meaning of section 27 of the Companies Ordinance and accordingly.
 - (a) No invitation shall be issued to the public to subscribe for any share of debenture of the Company.
 - (b) The number of members of the Company (not including employees of the Company) shall be limited to fifty provided that for the purpose of this paragraph where two or more persons held one share or more shares in the Company jointly they shall be treated as a single member.
 - (c) The right to transfer shares of the Company is restricted in a manner and to the extent herein after appearing.
 - (d) The Company shall have no powers to issue share warrant to bearers.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The share capital of the company is Tanzania Shillings Five Hundred Million only (T.Shs 500,000,000/=) divided into Five thousand (5,000) ordinary share of Tanzania Shilling One hundred thousand only (100,000/=) each, with power to divide or subdivide the shares in the capital whatever original or increased into several classes and to attach there to respectively and preferential deferred, qualified or special rights, privileges or conditions as regards dividends, capital, voting or otherwise as the Company may from time by special resolution determined.

..... *[Signature]* 24/5/03

- Subject to the provisions of Section 49 of "the Act" the preference shares may, with the sanction of an ordinary Resolution, be issued on the terms that they are or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before issue of the shares may by special Resolution determine.
5. If at any time the share capital is divided into different classes of shares, the rights attached to any class may be varied with the consent in writing of the holder of three-fourth of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class. The provision of these Regulations relating to General Meeting shall apply *mutatis mutandis*, but so that the necessary quorum shall be two members at least holding one-third of the issued shares of the class.
 6. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the Company specifying the shares held by him and the amount paid up thereon, provided that in respect of shares held joint by several members of the Company shall not be bound to issue more than one certificate, delivery on a certificate for a share to one of the several joint holders shall be sufficient delivery to all.
 7. Except as where required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize any equitable, contingent, future or partial interest in any share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
 8. The Company shall not give, whether 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 the purchase of subscription made or to be made by any person for any shares in the Company nor shall the Company make a loan for any purpose whatsoever on the security of its shares.
 9. The Directors shall keep a Register showing, in respect of each Director, the number description and amount of any shares or debentures in the Company which are held by or in trust for him or of which he has any rights to become holder.
 10. The Company may on any issue of shares pay such brokerage or commission as may be lawful.

ALTERATION OF SHARE CAPITAL

11. The Directors may, with the sanction of an Extraordinary Resolution of the Company, increase the share by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
12. All new shares shall, before issue, be offered to such persons as at the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as circumstances admit, to the amount of the existing shares to which they are entitled.
13. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmissions, forfeiture and otherwise as the shares in the original share capital.
14. Subject to the provisions of these Articles, the Company may from time to time, by special Resolutions:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) By sub-division of its shares or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association, subject to the provision of 14(1) of the Act.
 - (c) 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.
 - (d) Reduce its share capital in any manner and with, and subject to any incident authorised, and consent required by law.

LIEN

15. The Company shall have a lien on every share for all the moneys called or payable at a fixed time in respect of that share and it shall also have a lien on all shares standing registered in the name of a single member for all moneys presently payable by him or his estate to the Company, but the Company may declare any share to be exempt from this Article. The Company may in any manner any shares on which it has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable.

TRANSFER AND ADMISSION OF SHARES

16. All transfer of shares may be effected by transfer in writing in any usual or common or in any other form acceptable to the Directors and may be under hand only. The instrument of transfer may be signed by or behalf of the transferor and by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of transferee is entered in the Register of members in respect thereof.
17. The registration of members may be suspended at such times and for such period as the Directors may from time to time prescribe or determine and either generally or in respect of any class of shares. The register of members shall not be closed for more than thirty days in any year.
18. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of shares whether of shares whether fully paid or not.
19. If the Directors refuse to register a transfer of shares they shall within one month after the date on which the transfer was lodged with the Company send to the transferor notice of refusal.
20. The Directors may decline to recognize any instrument of transfer unless such instrument is in respect of only one class of shares and is deposited at the office of the relevant Transfer Office accompanied by the appropriate share certificate and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
21. All instruments of transfer which are registered may be retained by the Company.
22. In the case of the death of a member, the survivor(s) where the deceased was a joint holder, and the legal personal representative of the deceased, where he was a sole or only surviving holder, shall be the only persons recognized the Company as having any title to his interest in the shares but nothing contained herein shall release the estate of a deceased holder from any liability in respect of any share which had been held by him.
23. The instrument of transfer of any share in the Company shall be exempted both by the transferor and transferee, and transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of members in respect thereof.

24. The Directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the Company has a lien.
25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon satisfactory evidence, have the right, either to be registered himself to make such transfer of the share as the deceased or bankrupt person could have made, but the Directors shall, in either case, have the same right to decline or suspend the registration as they would have in the case of a transfer by the deceased or bankrupt before the death or bankruptcy.
26. Any person becoming entitled to a share by reason of death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were the registered holder.

SHARE CERTIFICATE

27. Every share certificate shall be issued under the seal of the Company and shall specify the number and class of shares to which it relates and the amount paid upon. No certificates shall be issued representing shares of more than one class.
28. Any person whose name is entered in the Register of members in respect of any shares of any one class upon the issue or transfer thereof shall be entitled without payment to a certificate therefore, within one month after allotment or thin fourteen days after lodgment of transfer.

GENERAL MEETINGS

29. The statutory meeting of the Company shall be held within six months after the date at which the Company shall be entitled to commence business and at such place as the Directors may determine.
30. The Company shall in each year hold a General Meeting as its Annual Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All other General Meeting shall be called Extraordinary General Meetings.

31. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall on the requisition of members of the Company representing not less than one-fifth of the issued share capital of the Company upon which all call or other sum then due have been paid, forthwith proceed to convene an Extraordinary General Meeting. If at any time there 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 Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. The requisition must state the requisitionists and deposited at the office of the Company and may consist of several documents of unlike form each signed by one or more of the requisitionists.
32. If the Directors do not proceed to convene or cause to be convened a meeting to be held within thirty days from the date of the requisition being so deposited the requisitionists.
33. If the Directors do not proceed to convene or cause a meeting to be within days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting.
34. Any meeting convened under these provisions by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

NOTICE OF GENERAL MEETINGS

35. Seven days notice at least (exclusive of the on day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hours of the meeting in case of special business, the general nature of that business shall be given in a manner hereinafter provided, to such persons as are, under the regulations of the Company entitled to receive such notice from the Company, but no receipt of the notice by any member shall not invalidate the processing of any General Meeting.
36. All business shall be deemed special, that is transacted at an Extraordinary General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary reports of Directors and Auditors, the election of Directors and other officers of the Company and the fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETING

37. No meeting 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 provided, three members present in person shall be the quorum for all purposes.
38. If within half an hour from the time appointed for the meeting the quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman of the meeting may determine, and if at the adjourned meeting a quorum is not present within thirty minutes from the appointed time for the meeting the members present in person shall form a quorum.
39. The Chairman, if any, of the Board of Directors shall preside as a Chairman at every General Meeting of the Company; or if there is no such Chairman or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Directors present shall elect one of their member to be the Chairman of the meeting. At any meeting no Director is willing to act a Chairman or if no Director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.
40. The Chairman of the meeting may, with the consent of any meeting which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, seven clear days' notice at least of the adjourned meeting shall be given specifying the place and time of the adjourned meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
41. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands demanded by the Chairman of the meeting or by any member of present in person and show of hands, been carried, or carried unanimously or by a particular majority if lost and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour, or against that resolution.

2. If a poll is duly demanded it shall be taken in such a manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
13. 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.
14. A poll demanded on election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken immediately or at such subsequent time (not being more than fourteen days from the date of the demand) as the Chairman of the meeting may direct and any business other than that upon which a poll has been demanded may be proceeded with pending that taking of the poll.

VOTES OF MEMBERS

45. On a show of hands every member present in person shall have one vote and on a poll every member present in person shall have one vote for each share of which he is the holder. On a poll, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. In case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the other joint holders.
46. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting unless a call (or other sums payable) in respect of the shares in the Company have been paid.

DIRECTORS

47. Subject as herein provided and until otherwise determined by the Company in a General Meeting the number of Directors shall not be less than two and not more than seven. The names of first Directors shall be as follows:-
 - (1) MHOJA NKWABI
 - (2) EMMANUEL NKWABI
48. The Company may from time to time in General meetings increase or reduce the number of Directors.
49. The Company may by ordinary resolution remove any Director and may by ordinary resolution appoint another person in his stead.
50. It shall be necessary for a Director to have at least one share in order to qualify to be a Director and shall comply with provisions of Section 65 of the Act.

1 The remuneration of the Directors shall from time to time, be determined by the Company at or in General Meeting.

ALTERNATE DIRECTORS

2 A Director may, by instrument in writing signed by him, appoint any person of or above the age of twenty-one to be his alternate, and may likewise revoke such appointment. Before acting as a Director, such alternate must receive the unanimous approval of all the Directors. All powers, rights, privileges, authorise and duties devolving upon a Director pursuant to these Articles shall be held by such alternate. He shall, however, not be entitled to vote at any meeting of the Directors if and during such time as his constituent shall be present at such meeting.

BORROWING POWERS

53. The Directors may exercise all the powers of the Company to borrow money for the purposes of the Company and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof and to issue debenture, debenture stock and other securities, whether outright or as a security for any debt, liability or obligations of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

54. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting, subject to any regulations under these Articles.

The Directors may do all such acts and things as are necessary to carry into effect all the objects, purposes, powers and discretion provided in the Memorandum of Association.

55. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit.

56. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors

57. A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on terms as Director for such period and on such terms as the Directors may determine and no Director shall be disqualified by his office from contracting with the Company with regards to his tenure of any such other office or place of profit.
58. Any Director may act by himself or his firm in a professional capacity for the Company and he and his firm shall be entitled to remuneration for professional services as if he were not a Director, but notwithstanding herein provided, shall authorise a Director or firm to act as Auditor of the Company.
59. The Directors shall cause minutes to be made in the books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of Directors present at each meeting of the Directors and of any committee of the Directors
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of the committee of Directors

APPOINTMENT AND REMOVAL OF DIRECTORS

60. The Company, by ordinary resolution, may appoint any person to be a Director and may remove any Director before the expiration of his period of office.
61. The Directors shall have powers at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors provided that the number does not exceed the number fixed in accordance with these Articles.

DISQUALIFICATION OF DIRECTORS

62. The office of Director shall be vacated if the Director:-
- (a) becomes prohibited by law from acting a Director;
 - (b) is convicted of any offence under the Act;
 - (c) is convicted of any offence involving fraud or dishonesty or is convicted and sentenced to imprisonment;
 - (d) becomes bankrupt or makes any arrangements or composition with his creditors or generally;
 - (e) becomes of unsound mind, and
 - (f) resigns his office by notice in writing to the Company

PROCEEDINGS OF DIRECTORS

63. The Directors shall meet together as single Board of Directors for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. Each Director shall have one vote, save that in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary in the requisition of a Director shall, at any time summon a meeting. Notice of meetings shall be given to the Directors and their alternates, if any, at their respective addresses as from time to time notified at the Company for the purpose.
64. The quorum necessary for the transaction of business of the Directors may be fixed by the Directors, and unless so fixed by these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors, the number or summoning a General Meeting of the Company but for no other purpose.
65. The Directors may, elect a Chairman of their meetings and determine the period for which he holds office, but if no such Chairman is elected, or if at any meeting the Chairman is not present may choose one their number to be the Chairman of their meeting.
66. Any acts done by any meeting of Directors or a Committee of Directors or by any person acting as Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Directors or person acting as aforesaid or 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.

DIVIDENDS AND RESERVES

67. The Company in General meeting may declare dividends but no dividends shall exceed the amount recommended by the Directors.
68. The Directors may from time to time pay to members such interim dividends as appears to the Directors to be justified by profits of the Company.
69. No dividends shall be paid otherwise than out of profits.
70. Subject to the rights of members, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls while carrying interest in, be treated for the purpose of these Articles, as paid on the shares.

71. The Directors may, before recommending any dividends, set aside out of profits of the Company such sums as they think proper as a reserve which shall, at the discretion of the Directors, be applied for meeting contingencies, or of equalizing dividends, or for any other purpose to which to profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
72. Notice of any dividends that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.
73. No dividends shall bear interest against the Company.
74. The Directors shall cause true accounts to be kept:-
(a) of the sum of money received and expended by the Company and the matter in respect of which such receipt and expenditure take place; and
(b) of the assets and liability of the Company.
75. The books of accounts shall be kept at the registered office of the Company or at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors.
76. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members not being Directors, and no members (not being a Director) shall have a right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.
77. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account or (in the case of the account) since the incorporation of the Company made upto a date not more than six months before such meeting.
78. A balance sheet and report of the Directors shall, fifteen days before the meeting, be sent to the members entitled to receive notices of General Meeting made up of a date not more than six months before such meeting.

The balance sheet shall be accompanied by a report of the Directors as to the state of the Company's affairs and the amount which they recommend to be paid by way of dividends and the amount, if any, which they propose to carry to a reserve fund.

79. A copy of the balance sheet and report of the Directors shall, fifteen days before the meeting, be sent to the members entitled to receive notices of General Meetings in the manner in which notices are to be given hereunder.

AUDIT

80. Once at least in every year the accounts of the Company shall be examined, and the correctness of the statements and balance sheets as ascertained by one or more auditor and auditors.
81. The first Auditors shall be appointed by the Directors, subsequent Auditors shall be appointed by the General Meeting.
82. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.
83. The election of Auditors shall be made by the Company at their Annual General Meeting in each year.
84. The remuneration of the Auditors shall be fixed by the Directors, that of subsequent Auditors shall be fixed by the Company in General Meeting.
85. Any Auditor shall be re-eligible in his vacating or quitting office.
86. If any casual vacancy occurs in the office of any Auditors appointed by the Company, the Directors shall forthwith call an Extraordinary Meeting for the purpose of filling the same.
87. Every Auditor shall be supplied with the copy of the balance sheet, and it shall be his duty to examine the same, with the accounts vouchers relating thereto.
88. Every Auditor shall have a list delivered to him of all books kept by the Company and shall at all reasonable times have access to the books and accounts of the Company, and he may in relation to such accounts, examine the Directors or any other officers or servants of the Company.
89. The Auditors shall make a report to the members upon the balance sheet and accounts and in every such report they shall state whether in their opinion, the balance sheet is a full and fair balance sheet and properly drawn up so as to exhibit or reflect a true and correct views of a state of the Company's affairs, and in case they have called for explanations or information from the Directors, whether they have been satisfactory and such report shall be read, together with the report of Directors, at an ordinary meeting.

NOTICES

90. A notice may be give by Company to any member either personally or by sending by post to him to his registered address (or if he has no registered address in Tanzania) to the address, if any, within Tanzania supplied by him to the Company for the giving of notices to him.
91. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the noticed and, unless the contrary is provie, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
92. A notice may be given by the Company to the person entitled to the share in consequence of the death or bankrupt of a member by sending it through the post in prepaid letter addressed to the m by name or title of the representative of the deceased or trustee or of the bankrupt or by any like description at the address, if any, in Tanzania supplied for the purpose by the person claiming to be so entitled by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
93. Notice of every General Meeting shall be given in the same manner herein before authorised to:-
- (a) every member of the Company; and
 - (b) every person entitled to a share in consequence of death or bankrupt of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting.

INDEMNITY

94. Subject to the provisions of the Act and of any other relevant Legislation in force from time to time, every Director, Manager, Secretary, Auditor and to her Officers or Servants of the Company, shall be indemnified by the Company against all losses, costs, expenses and any other liabilities of any nature which any such officer or servant may occur or become liable to by reasons or any contract entered into or deed done by him as such officer or servant or in any way in the discharge of his duties.

POVIDED THAT such indemnity shall not apply to any loss, costs, expenses or other liabilities which by virtue of any law would otherwise attach to any other officer or servant in respect of any negligence, default, breach of duty or breach of trust of which he may be quality in relation to the Company.

ARBITRATION

95. Whenever any difference shall arise between the Company and the Directors on the one hand and any of the members or their representatives on the other hand or between members or classes of members or between Directors with regard to the true construction of these presents or with regard to any thing done, executed, omitted or suffered in pursuance to these presents or the Act or with regard to any breach or alleged breach or otherwise relating to the premises or these presents or to any affairs of the Company, every such difference shall be referred, for decision, to two arbitrators to be appointed by each of the parties in difference and such reference shall be subject to all provisions of the Arbitration (Act) Cap. 15.

WINDING UP

96. If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company, and any other sanctions required by the Ordinance, divide among the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not and may, for such purpose, set such value as he may deem fit 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. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the Liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or securities whereon there is any liability.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
1. MHOJA NKWABI P.O. BOX 253 KAHAMA SHINYANGA	1,000	<i>[Handwritten Signature]</i>
2. EMMANUEL NKWABI P.O. BOX 253 KAHAMA SHINYANGA	1,000	<i>E. Nkwabi</i>

Dated at DSM this 25 day of November 2002

WITNESS to the above signatures

NAME

DESIDERI SEWASTIAN NGALU
P.O. Box 72349
DAR ES SALAAM
TANZANIA

POSTAL ADDRESS

SIGNATURE

[Handwritten Signature]

QUALIFICATION

DESIDERI SEWASTIAN NGALU
P.O. Box 72349
DAR ES SALAAM
TANZANIA



Certified true copy of the original
[Handwritten Signature]
REGISTRAR OF COMPANIES
DAR ES SALAAM

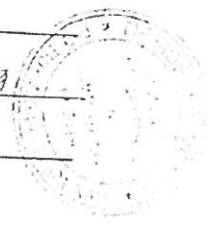
Kahama Oil Mills Ltd

NAME ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
MHOJA NKWABI KABALO P.O. BOX 253 KAHAMA SHINYANGA		
SYLIVESTER MHOJA NKWABI P.O. BOX 253 KAHAMA SHINYANGA	2,500	<i>[Handwritten Signature]</i>
	1,000	<i>S. N. Mhoja</i>

Dated this 20th day of July 2012

WITNESS to the above signature

NAME : DESIDERI SEBASTIAN NGALO
P.O. BOX 72349
POSTAL ADDRESS: DAR ES SALAAM
TANZANIA
SIGNATURE : *[Handwritten Signature]*
QUALIFICATION : _____



DESIDERI SEBASTIAN NGALO
P.O. BOX 72349
DAR ES SALAAM
TANZANIA

[Handwritten Signature]

For: DISTRICT MANAGER,
 TANZANIA REVENUE AUTHORITY
 P. O. Box 7, KAHAMA
Paul Viki 3324602
dated 17/5/12

TRANSFER OF SHARES

I, Emmanuel Nkwabi
 hereafter called the "Transferor"

of P.O Box 253, Kahama, Shinyanga, Tanzania

in consideration of the sum of
 only

One Hundred Million Shillings (Tshs. 100,000,000/=)

paid by

Sylvester Mhoja Nkwabi of P.O. BOX no. 253, Kahama,
 Shinyanga, Tanzania

hereinafter called the Transferee,

Do hereby transfer to the said Transferee: -

One Thousands (1,000) ordinary shares of nominal value Tanzania
 Shillings One Hundred Thousand (Tshs. 100,000/-) each

of and in the share capital of the undertaking called

KAHAMA OIL MILLS LIMITED

TO HOLD unto the said Transferee, Executors, Administrators, and Assigns, subject
 to the several conditions on which the Transferor held the same immediately
 before the execution thereof; and the said Transferee, do here by agree to accept
 and take the said One Thousands (1,000) ordinary share subject to the conditions
 aforesaid.

As witness, our hands and Seals this 26th day of July 2012.

SIGNED and DELIVERED by Eminent
 Nkwabi who is known to me
 personally/identified to me by _____ }
 _____ the latter being known to me }
 personally in my presence, this 26th day of }
July 2012 }

E. Nkwabi

 EMMANUEL NKWABI

Name :
 Signature :
 Postal Address :
 Qualification :

Nyanda F U

 Resident

Certified true copy of the original
 RESIDENT

 26/5/12

SIGNED and DELIVERED by Sylvester Mhoja Nkwabi who is known to me Personally/identified to me by _____ the latter being known to me personally in my presence, this 7th day of April 2010:-

S. N. Mhoja
SYLVESTER MHOJA NKWABI

Name : _____
Signature : [Signature]
Postal Address: _____
Qualification : _____

REGISTRAR GENERAL
LILONGWE

Certified True Copy of the original
..... [Signature] 24/5/13
RESIDENTIAL REGISTRAR GENERAL

Certified True Copy of the Original
Sign: [Signature] Date: 07.04.2020
FILBERT PETER
Advocate, Notary
Public & Commissioner for Oaths