

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MEGA BEVERAGES LIMITED

Incorporated thisday of.....2004

Drawn by:
F. R. KIMARO
(SUBSCRIBER)
P.O. BOX 14134
DAR ES SALAAM
TANZANIA

Certified True Copy of the Original
YUSTAWINIE VITALIS MTUI
ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
DATE: 2/9/2021 SIGNATURE: [Signature]

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I HEREBY CERTIFY THAT

MEGA BEVERAGES LIMITED

**is this day incorporated under the Companies Ordinance
(Cap. 212), and that the Company is Limited**

**Given under my hand at Dar es Salaam this.....day
of.....Two thousand and three.**

Seal

.....
Asst. Registrar of Companies

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MEGA BEVERAGES LIMITED

1. The Name of the Company is **MEGA BEVERAGES LIMITED**
2. The Registered Office of the Company will be situated in Tanzania.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business as brewers, distillers, manufacturers, merchants and dealers in beer, ale, port, stout, wines, spirits, aerated waters, liquors of every description, whether intoxicating or not, casks, bottle and other receptacles for the same, malt, hops, grain, meal, yeast, and all other materials capable of being used in connection with any such manufactures or business, licensed victuallers, hotel, tavern, lodging house keepers, caterers, purveyors of refreshments and stores of every description, tobacconists, carriers and livery stable keepers and carry on the business of growers, shippers of wines and spirit producer.
 - (b) To carry on the business of advertising, marketing, news paper and magazine proprietors, newsagents, journalists, literary agents, advertisement contractors, designers of advertisements, communication, stationers, printers, lithographers, stereo type electrotypes, photographic printers, engravers, die sinkers, envelope manufactures, book binders and secretarial services, internet café services, periodical cards and gift items of all description.
 - (c) To provide international and domestic courier and freight services to companies, individuals bodies corporate or unincorporated, local authorities, government institutions associations or any other entity whatsoever and whosoever located in any part of the world and to carry on business as general clearing and forwarding agents; and to provide customs clearance services to the company's customers or other persons.

TANZANIA

Stamp Duty Paid 5000/-

Receipt No. 2640/0277 / 05-03-04

Asst Registrar of Companies

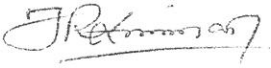


- (d) To carry on the business as proprietors, operators and managers of supermarkets, multiple store and retail trading establishments of every description as departmental stores, shops or retail establishments for the sale or hire of goods or consumable of any kind to members of the public in that capacity to provide such goods and services for the customers of the company as may seem expedient.
- (e) To buy, sell, hire, manufacture, trade and deal in property, goods, produce, articles and merchandise of all kind and to transact any and every description of agency, distribution, marketing, commercial, industrial, manufacturing mercantile, insurance and financial business and to carry on the business of traders, general merchants, general store keepers, universal providers, wholesalers and retailers, exporters and importers, commission agents, business consultants, market research consultants, business transfer agents, company promoters, under writers, financiers and bill brokers, del credere agents, barter trade, court brokers, auctioneers, generally to execute and undertake agencies of any kind.
- (f) To carry on the business of fumigation, renovators, and decorators of residential buildings warehouse, go downs, building contractors, designers, manufacturer of concrete articles, designers of all kind of prefabricates articles whether concrete or otherwise to carry on the business of civil engineering, designers of highways, water causes services and all kind of civil works, residential furnishers, application of corrosion resistant protective coatings on steel structures, on-toxic, non-derma tic and any flammable materials including fabrics, documents, private homes, hotels, offices factories and all industries.
- (g) To carry on the business of professional consultancy, project management, quantity surveyor, architectural, planning, construction, engineering services, designing supervision of building projects, civil, electrical, mechanical, chemical processing, agricultural and environmental engineering and any other business which may seem to the Company worth being carried on.
- (h) To carry on the business of house furnishers, upholsters and dealers in hirers, repairs, cleaners, stores and warehouses of furniture, carpets and other floor coverings, home and office furnishings and fittings of all kind and things capable of being used therewith or in the manufacture, maintenance or repair thereof.
- (i) To carry out business as property developers, landlords, real estate agents property, to employ any person, firm or corporation on any assignment undertaken by the company, managers, sales agents, value's, surveyors, builders consultants, to buy and sell all types of properties as well as to finance farms, industrial, agricultural and carry out related projects

- (p) To carry on all or any of the trades and business of farmers, planters grazers, breeders of and dealers in live stock, market gardeners, arboriculturists, agriculturists, horticulturists and dairymen and any other trade or business in connection with market gardeners and buyers of every kind of vegetables or other produce of the soil, to prepare, reserve, process, cur blend, refine, treat, manufacture and render marketable any such produce sell, dispose of and deal in any such produce and either by wholesale or retail and carry on the business as exporters, suppliers, distributors possessors of coffee, instant coffee, raw coffee, sellers, buyers, worldwide traders, wholesalers, retailers, dealers in goods stores, consumable articles general merchant and commodities, maize, tea, rice, jute, bags, corn, sugar beans, wheat, sisal hides, leather products, leather goods, beeswax, honey semis, coconut products, green peas, food and cash crops of every kind.
- (q) To carry on the business or proprietors of schools, colleges, universities or own training centers, clubs, entertainment houses, halls, recreation centers, billiards, conference, seminar workshop, wedding halls, importers manufactures, distributors, wholesalers, retailers, agents, packers, stockists and dealers of all kind of pharmaceuticals, carry on all or any of the business which the company may deem fit.
- (r) To carry on the business of buying, selling, exchanging, farming, breeding exporters, and generally to deal in wild live animals, crocodiles, reptile birds, and primates, keeping zoo, leather goods, game trophies and goods made of leather and other all alike.
- (s) To establish companies and associations for the prosecution of execution or undertakings, works, projects and/or enterprises of any description whether of a private or public character in Tanzania and or elsewhere.
- (t) To apply for purchase or otherwise acquire, any patents brevets d'invention licenses, concessions and the like, conferring and exclusive or non exclusive or limited right to use, or any secret or other information as to an invention which may seem capable of being used for and of the purposes of the company or the acquisition of which may seem calculated directly or indirectly or respect of, or otherwise turn to account, the property, rights or information so acquired.
- (u) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of soybean linseeds, cotton seeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances, preparation manufacture, mill and render marketable any such oil, to sell, dispose and deal in any such oil within its prepared manufacture or raw state.

- (v) To carry on the business of suppliers of electronic and telecommunication apparatus of every description, including but not limited to radio, television intercom network, and telecommunication requisites and put up and use cellular phones, telephones, and telegraphs whether wireless or other dynamos accumulators and apparatus now known or that may hereafter be invented in relation therewith including cables, wires or appliances for connecting telecom systems including the formation of exchange centers.
- (w) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaging in any business or transaction which this company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
- (x) To guarantee the repayment of money by and the contractors of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (y) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company, or any business capable of being conducted so as directly or indirectly to benefit the company.
- (z) 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 person any characters, contracts, decrees, rights, privileges and concessions.
- (aa) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts an conveniences, calculated to benefit employees or ex-employees or the company or the depends or connections of such persons, to rent pensions and allowance, to make payments towards insurance and to subscribe or guarantee money for

- (cc) To promote another company for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
- (dd) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company or contracts by any persons, firms or companies.
- (ee) 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 debentures or debenture stock, perpetual or otherwise charged upon all or any of the company's property (both present and future) including is uncalled capital, and to purchase, redeem or pay off any such securities.
- (ff) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, joint venture, reciprocal concession or otherwise with any person or company carrying or, or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit the company and to take or otherwise acquire shares and securities or any such company and sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (gg) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation promotion of the company or the conduct of its business.
- (hh) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments.
- (ii) To sell or dispose of the undertaking 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.
- (jj) To obtain any provision, orders, ordinance of act, parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.

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 we 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	SIGNATURES OF SUBSCRIBERS
FRANCIS REUBEN KIMARO P.O. Box 14134 ARUSHA	800	
JAMES REUBEN KIMARO P.O. Box 14134 ARUSHA	100	
MAGRETH FRANCIS KIMARO P.O. Box 14134 ARUSHA	100	

Dated at Dares Salaam this 13th day of February 2004

WITNESS to the above Signatures: -

Name: J. I. RUTABINGWA

Signature: 

Postal Address: P.O. BOX 11819, DSM

Qualification: ADVOCATE



(d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their absolute and uncontrolled discretion decline to register any transfer of any shares whether or not it is fully paid share and subject to the provisions of these Articles, the shares shall be under the control of directors who may allot or dispose of the same to any person or persons and at such price either at par or at premium or subject to be such manner as they think fit with full power to give any shares at such price either at par or at premium and for such time and for such time and for such consideration as the directors think fit. No transfer of a share shall be registered without the approval of the Governing Director whether or not the directors have approved such transfer.

4. Subject to Clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:-

(a) No share shall be transferred to a person who is not a member or any person deemed by Directors to be one that is undesirable in buying the shares. All share transfers that shall be confirmed by board of director.

(b) Every shareholder or trustees bankruptcy, or any person who may desire to sell or transfer any shares and every person representative of a deceased shareholder shall give notice in writing to the Directors that the desire to make such sale or transfer. Such notice shall constitute an offer for sale of shares to the board of directors or any member or members of the company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditors of the Company.

(c) Upon price of such shares being agreed on or determined as per clause (b) above, the board shall forthwith give notice to such of the shareholder other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares and inviting the persons to whom notice is sent to state within 21 days from the date of such notice whether they are willing to purchase any, if so, the number of such shares. All such shares shall be allocated their desire to purchase the same and as far as may be practicable according to the number of shares already held by them

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

Articles 39 to 53 of table "A" shall apply subject to the following variations.

- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members is convened on a shorter notice than seven days or without notice.
- (b) Two members present either personal or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the directors and of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

PROCEEDING AT GENERAL MEETING

Any ordinary resolution of the Company determined without any general meeting of the Company and evidenced by the assenting signatures under the hands of all directors and all members of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company. The ordinary resolution shall be submitted to each director and member for this approval or dissent.

DIRECTORS

Unless otherwise determined at a General Meeting the number of directors shall not be less than two and not more than six.

The following persons shall be the first directors of the Company.

FRANCIS REUBEN KIMARO
JAMES REUBEN KIMARO
MAGRETH FRANCIS KIMARO

The shareholding qualification for Directors may be fixed by the company General Meeting, and unless and until so fixed no qualification shall be required

The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

The Directors may from time to time borrow or raise moneys for the purpose of the Company, which may exceed the issued share capital of the Company.

BORROWING POWERS

2. The Directors may from time to time raise or borrow or may themselves lend for the purpose of the Company's business such sum or sum of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company both present and future including its uncalled capital or by the issue at such price as they may think fit of bonds or debenture, either charged upon the whole or any part of the property or assets of the Company or not so charged or in such other way as directors may think expedient.

VOTE OF MEMBERS

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

DISQUALIFICATION OF DIRECTORS

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

ALTERNATE DIRECTOR

6. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act and he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SEAL

17. The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the board of directors and of the Secretary or such other persons as the Directors may appoint for the purpose, and that the Director and the Secretary or

other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in the presence.

SECRETARY

8. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit: and any Secretary so appointed may be removed by the Board.

ALTERATION OR ADDITION

9. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alterations by Special Resolutions.

WINDING UP


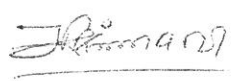
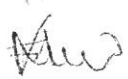
10. With the sanction of the special resolution of the shareholders, any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY

11. Every director, managing director, Agent, Auditor, Secretary and other officer for time being of the company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application (under section 345 of the Ordinance) in which relief granted to him by the Court.

ARBITRATION


12. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective touching upon the construction or meaning of any of the Articles herein contained or any act matter or things made or done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles of the Ordinance, such difference shall unless a sole arbitrator of three (3), one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap.15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURES OF SUBSCRIBERS
FRANCIS REUBEN KIMARO P.O. Box 14134 ARUSHA	800	
JAMES REUBEN KIMARO P.O. Box 14134 ARUSHA	100	
MAGRETH FRANCIS KIMARO P.O. Box 14134 ARUSHA	100	

Dated at Nzabunan this 13th day of February 2007

WITNESS to the above Signatures: -

Name: J. I. RUTABINAWA

Signature: 

Postal Address: P.O. BOX 11819, DPM

Qualification: ADVOCATE

