

**THE COMPANIES ACT [CAP 212 OF 2002]**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

**OF**

**RBST INTERNATIONAL AGRIBUSINESS LIMITED**

**DRAWN AND FILED BY**  
**GRATIAN MALI,**  
**ARDEAN LAW CHAMBERS**  
**P.O. BOX 40831**  
**DAR ES SALAAM**

ARDEAN LAW CHAMBERS  
P.O. BOX 40831  
DAR ES SALAAM  
TANZANIA

RECEIVED  
LIAM GRASSIE MALI  
CHARTERED ACCOUNTANTS

TANZANIA  
Stamp Duty Shs. 5000/- THE COMPANIES ACT (CAP. 212 OF 2002)  
PAID ON ORIGINAL  
Receipt No. 367064 of 22/01/18

TANZANIA  
Stamp Duty Shs. 2500/-  
Receipt No. 367064 of 22/01/18

Stamp Duty Officer

Asst. Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**RBST INTERNATIONAL AGRIBUSINESS LIMITED**

1. The name of the Company is **RBST INTERNATIONAL AGRIBUSINESS 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 formed are:-
  - a) To carry on the business of general importers, exporters and dealers of all agro commodities, including but not limited to cashew-nuts, sesame seeds, groundnuts, coconuts, beans, pulses, lentils, rice, spices, silk, cotton, linen, cotton coffee, cocoa, tea and all other produce, groceries, flour, rations, fruits, vegetable and all other foodstuffs of any description, flowers, seeds, plants, shrubs, trees, and other similar production.
  - b) To carry on the business of grinders, processors, producers, suppliers and exporters of all kind of agricultural products including but not limited to coffee, cocoa, tea, sesame seeds, groundnuts and all other produce, groceries, flour, fruits, vegetable and all other foodstuffs of any description, flowers, seeds, plants, shrubs, trees, and other similar production.
  - c) To manufacture and carry on the business of all kinds of oils whether vegetable or mineral, margarine paints, colour, vanish, hides skins, curios, horns, trophies and other goods of similar nature as usually dealt with by a firm of painters and decorators, cement, glass, stone of builders or building merchants, tools and machinery of all description.
  - d) To carry on business of financing development activities through long, medium or short term loans and other means of financing upon such terms and conditions as the company may think fit for purpose of agricultural development, market linkage development and habitat development.
  - e) To carry on business of promoters of credit financing and loan usage monitoring and to provide ancillary capacity building in areas such as record keeping and small business management.
  - f) To carry on the business of international trade, importers, exporters, distributors, general store-keepers, universal providers, wholesale and /or retail traders, dealers of desiccant and sorbent supplies in all forms including but not limited to dry bags, cargo dry bags, calcium chloride desiccant bags for agricultural cargo, garments, wood stuff, metal and for any other use as may be needed from time to time.
  - g) To carry on the business of international trade, general merchandise, importers, exporters, distributors, general store-keepers, universal providers, wholesale and /or retail traders, dealers of hardware, piece wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beverages, energy drink of any kind, beers, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials and generally in all manufactured goods of all types and merchandise of all kind.

Certified True Copy of the Original  
**GRATIAN BERNARD MALI**  
09 MAR 2020  
Advocate, Notary Public &  
Commissioner for Oaths.  
P.O. Box 40831, Dar-es-Salaam

- h) To carry on the business of manufacturers and dealers of both wholesale and retail dealers of shoes, sandals, boots of any kind and description and textile fabrics of all kind.
- i) To carry on the business of bankers, lenders, microfinance, any kind of banking business, bureau de change, insurance business, insurance agency, insurance brokers and social security service providers.
- j) To carry on the business of general importers and exporters and dealers of agricultural and livestock products including but not limited to of silk, cotton, linen and other materials, cotton (whether raw or ginned) coffee, cocoa, tea, simsim, seed, groundnuts and all other produce, groceries, flour, rations, meat, fish, fruits, vegetable, milk, cream, butter, ghee, and all other foodstuffs of any description, flowers, seeds, plants, shrubs, trees, and other similar production.
- k) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and retail traders of or otherwise dealers of and in hardware, motor vehicles and spare parts, furniture, electronics equipment, hardware, computers and computer programmes/software and any other goods as may be needed in any market.
- l) To arrange beforehand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and serial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the Company.
- m) To carry on the business of clearing and forward agents, logistics, commission agents, customer agents, transporters, freighters, courier, haulers, customs bonded warehouse and godown keepers, insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourists agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
- n) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockiest, processors, warehousemen, agents, dealers, and to generally deal in all hypes of consumer goods, hardware goods and building and property maintains, groceries.
- o) To act, whether in Tanzania or outside Tanzania, as promoters, land developers, estate Brokers, Estate Agents, Buildings, Masonry and general construction contractors and to construct, execute, carry, equip, improve, develop works and building roadways, docks, harbours, wharfs, canals, water courses, reservoirs, bridges, wells, dams, embankments, irrigations, erection works, reclamations, sewage, drainage and other buildings and any kind of work in connection with building and real estate, Civil Engineers, Civil Contractors and among things related to construction to undertake from Government or other bodies corporate.
- p) To purchase, take on lease or in exchange or otherwise acquire any lands with or without


whole or in part or dispose off in any manner the same as may seem expedient and in particular by laying out and preparing the same for building purpose and/or with a view to form a colony or society with or without sanitary water, roads and lights and conveniences for residential, commercial and/or public utilities and by constructing, reconstructing, altering, pulling down, decorating, maintaining, furnishing, filling up and improving buildings, offices, flats, houses, mills, roads, drains, walls and by planting, paving, drawing, cultivating and letting the same on lease building agreement and by advancing money and entering into contracts and arrangements with buildings, tenants and others.

- q) To carry on real estate business including but not limited to build, erect, construct, alter, repair houses, buildings, shops, offices, factories or any land of the Company or any land and construct, maintain, improve roads and other conveniences and to deal with and improve the property of the Company or any other property.
- r) To acquire by purchase or otherwise erect, build, construct, alter, maintain, enlarge and to work, manage any buildings, offices, factories, shops, warehouses, depots, showrooms, refreshment rooms and other works and conveniences and to construct or contribute to the conveniences and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the Company and to join with any other person or Company which may seem necessary and convenient for the purpose of the business of the Company.
- s) To provide professional consultancy services in the fields of agri-business, logistics management, business management, software applications and systems developments and maintenance for both software and hardware related professional work and to provide professional system applications at the individual and organisation level from planning, designing and developing computerised systems by focusing on the workflow and business strategic plans for all kinds of industries.
- t) To acquire any such shares, stocks, debenture, debenture stock scripts, bonds, notes securities, obligations, funds or loan by original subscription. Tender, purchase, participate in syndicates, exchange or otherwise, and to guarantee the subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transport from time to time as may be considered expedient any of the company's investment for the time being.
- u) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the company is authorized to carry on, or possession of any property or assets suitable for the purpose of the company.
- v) To pay for any property or assets acquired by the company either in cash of full or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined.
- w) To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premium on, any stock, shares and securities of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities, and to make and receive subvention payments.
- x) To borrow or raise or secure the payment of money by bank overdraft, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such manner as the company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, collaterally or further to secure any securities of the company by a trust deed or other assurance.
- y) To issue and deposit any securities which the company has power to issue by way of

its customers or any other company or personal having dealings with the company, or in whose business or undertakings the company is interested.

- z) To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the company shall be deemed to include any partnership, or other body of persons whether incorporated or not incorporated and whether not existing or hereinafter to be formed.
- 4. The liability of the members is limited.
- 5. The share capital of the company is Tanzania Shillings One Hundred Million (Tshs.100,000,000/=) divided into 2000 ordinary shares of Tshs.50,000/ each the company having power to increase or reduce such capital and divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declared every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

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

NO.	NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1.	ISMAIL NADHIRI MSUYA, P.O. BOX 13 DODOMA	1100	
2.	NARAYAN ABHISHEK 747, Upper Changi Road East Singapore 486869.	900	Abhishek

Dated at Dar es Salaam this 18 day of January, 2018

WITNESS to the above Signatures/Seals

Name: Gratian B. Mali

Signature: 

Designation: Advocate

