

THE COMPANIES ORDINANCE
(CAP. 212)

.....
COMPANY LIMITED BY SHARES

.....
MEMORANDUM

AND ARTICLES

OF

ASSOCIATION

OF

KAHAMA OIL MILLS LIMITED

.....
Incorporated this day of 2002

.....
BY
NICOLA NKWABI
(SECRETARY)
P.O. BOX 253
KAHAMA

Certified True Copy of the Original
Sign: ~~.....~~ Date: 07-04-2002
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>[Handwritten Signature]</i>
2. EMMANUEL NKWABI P.O. BOX 253 KAHAMA SHINYANGA	1,000	<i>[Handwritten Signature]</i>

Dated at DSM this 25 day of November 2002

WITNESS to the above signatures

NAME : DESIDERI GEBASTIAN NGAILO
 P.O. Box 72349
 DAR ES SALAAM
 TANZANIA
 POSTAL ADDRESS :
 SIGNATURE : *[Handwritten Signature]*
 QUALIFICATION :



Certified True Copy of the Original
 Sign: *[Signature]* Date: 07-04-2020
FILBERT PETER
 Advocate, Notary
 Public Officer for Oaths

[Handwritten Signature]
 RESIDENT MAGISTRATE 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.

Certified true copy of the original
24/5/03
REGISTRAR OF COMPANIES, TANZANIA

- (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.

- (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

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

- (aa) 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.



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

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. Mhoja</i>

Dated this 20th day of July 2022.

WITNESS to the above signature

NAME : _____
 POSTAL ADDRESS: Kahama Shinyanga
P.O. Box 72347
DERES SALAAM
TANZANIA
 SIGNATURE : *[Handwritten Signature]*
 QUALIFICATION : _____

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

[Handwritten Signature] 20/5/13

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]* 29/5/03
.....
.....

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 of 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.

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 1st day }
of April 2010. }

S. N. Mhoja
SYLVESTER MHOJA NKWABI

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

RESIDENT REGISTRATE
NARANA

Certified True Copy of the original
..... [Signature] 24/5/13
RESIDENT REGISTRATE NARANA

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