

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
AMENDED MEMORANDUM OF ASSOCIATION  
OF  
EA FRUITS FARM & COMPANY LIMITED  
AS PER RESOLUTION DATED 26<sup>TH</sup> JULY 2020

1. The name of the company "EA FRUITS FARM & COMPANY 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 engage in and otherwise carry on the business of planting, growing, buying, supplying, marketing and selling of livestock products, agricultural products, fruits, horticultural of all kinds and descriptions, and carry on business as importers and exporters of every kind of fruits, kind of livestock and agricultural products and other produce of the soil, and to prepare, preserve, process, cure, blend, refine, treat and render marketable any such produce either in prepared, manufactured, raw or other state.
  - (b) To be general food manufacturers, packers and suppliers, to be exporters markets, to be fruits and vegetable canners, to be manufacturers of pineapple wine, fresh fruit juices and other beverages and to be bottlers and or canneries of same to manufacture salad dressing cream, dried soup formulate and all kinds of food additives for local export markets, to be importers and distributors of all kinds of foodstuffs.
  - (c) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockiest, processors, warehousemen, agents, and to generally deal in all types of consumer goods. Hardware goods and building, groceries, mining of all kinds precious stones, foodstuffs, beverages all description, precisions items, gemstones, jewellery, rate item, dress materials and clothing and all any type of goods, merchandises stock or item of any number, size, magnitude, description and types whatsoever and operate, plague, mortgage, lease, character, sub character sell and build refuge and other related businesses.
  - (d) To improve agricultural productivity in the area, and to enhance agricultural activities in line with environmental conservation.
  - (e) To engage into increasing employment opportunities to the local people hence improve the economic, and have contract with any other company or organization, government institutions and non-government institutions for the purpose of supplying good or catering services etc.

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- (f) To buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, groceries, fruits, confectionery, grain millers and padres, other beverages, chemists and druggists' suppliers, linen furniture, furnishings and other articles required by visitors to the company's premises and others.
- (g) To manufacture, sell and generally trade in all type of non-alcoholic beverages including, but not limited to grain-bases, opaque beer, clear beer, whiskey, gin, vodka, brandy, rum, soya and milk based beverages, flavoured drinks, juices, packaged portable water etc. in different sizes of liquid packs as well as in the form of powder. Materials and deal in the livestock and or the veterinary health care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizers, insecticides, fungicides growth stimulants, agro seeds, farm implements and tools, animal feeds, veterinary drugs and any related goods in import and export agriculture and food technology, industries and equipment, manufacture and semi processed product in Tanzania and other.
- (h) To carry on the business as general suppliers of food stuffs, processors, packers, and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipment of every description, and general to del in any other business connected therewith.
- (i) To be general food manufacturers, packers and suppliers, to be exporters markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same to manufacture tomato sauces and ketchups, chilli sauces, salad dressing cream, dried soup formulate and all kinds of food additives for local export markets, to be importers and distributors of all kinds of foodstuffs.
- (j) To carry on business of selling or supplying food, to run restaurants, hotels.
- (k) To carry on all or any of the business by wholesale and retail such as food commodities and soft drinks of whatsoever kind or description and to buy, sell market import such items.
- (l) To provide consultancy on construction, architecture, quantity surveyors, landscaping, structural designs and engineering, supervision, construction labour management, estate plans and soil testing.
- (m) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, offices, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators general maintenance and decorators, garden keeper, decorations, promoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipment and chemicals.

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- (n) To carry on the business of customers robe, dress and mantle makers, tailors, silk and supplies of clothing, lingerie, trimmings of every kind, corset makers, furriers, general drapers, haberdashers, millers, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric, ribbons, perfume and flower (artificial and natural) and materials of all kinds.
- (o) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes, and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (p) To arrange beforehand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, airlines and charters, bird watching, wildlife tourism, cultural tourism, 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 aerial 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.
- (q) To carry on the business of cleaning and forwarding agents, commission agents transporters, freighters, hauliers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents manufacturer's representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers electricians, motor cars, cabs, omnibus, lorries, 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 neighboring countries and in such other place of places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporter and transport agents, freight forwarders.
- (r) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufacturers, type visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payments of stamps and other duties, advertising agents, designers, draftsmen manufacturers, book sellers, publishers and dealers in materials used in the manufacturers of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the

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manufacture of all sell by wholesale or retail of school chalks, and secretarial services.

- (s) To carry on the business of steam cleaners, fumigators, vacuum cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners, vermin and insects' destroyers and generally to undertake cleaning and fumigation of any kind.
- (t) To carry on the business as traders, consumers, suppliers, general merchants, importers, exporters, stockist, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipment, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, ironmongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (u) To carry on the business of wholesale and retail of beers, wine spirits, spirit merchants, brewers, maltsters, distillers, mineral water, soft drinks, like soda, ice cream, to run hotels, restaurants, refreshment and team rooms, marquees, hotel management. Safari and holiday camps. Snacks, bar, tavern, beer house, and lodging housekeepers, and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities marine parks.
- (v) To carry on the business and trade as manufactures, bakers and confectioners, to own manage, run a bakery and deal in the selling and distribution of all types of baked foods, biscuits, bread, cakes, pies, meet, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.
- (w) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- (x) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (y) To borrow or raise secured or unsecured funds (including by way of loans, letter of credit, hire purchase, conditional sale, credit sale or any other methods of financing) for the company on such terms and conditions as the company shall consider proper from shareholders, financial institutions or any other money lending institutions or agencies in such manner as the company shall think fit for its business and, in particular, including by the issue of mortgages, charges, assignments by way of security, debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the company's property and other assets, both present and future, including its uncalled capital, and to purchase, redeem, or pay any such securities.

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- (z) To guarantee, support or give security in respect of the performance of any contracts, agreements or obligations of the company, or of any other company or person, including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Act), (and the giving and creation of any such guarantee, support or security is hereby constituted one of the main objects of the company), in relation to the payment of any debt including but not limited to any loan, advance, letter of credit or other obligations through creation of all types of mortgages, charges, pledges, hypothecation, on execution of banking documents / instruments or otherwise encumber on any or all of the movable and immovable properties of the company, both present and future, and issuance of any other securities or sureties by any other means in favour of lenders.
- (aa) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (bb) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (cc) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or other.
- (dd) To obtain any provisional order, ordinance or act of Parliament for enabling the company to carry any of it is objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose any proceeding.
- (ee) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ff) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

The word "**company**" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

None of such sub-clauses or the objects herein specified, or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The Liability of the members is Limited.
5. The capital of the company is shillings 100,000,000 divided into 100,000 ordinary shares of shillings 1,000 each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Memorandum and Articles of Association of the company.

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*[Signature]*  
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Date 4/8/2021

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, Address, and description of subscribers	Number of shares taken by each Subscriber	Signature
ELIA TIMOTHEO FESTO P.O. BOX 8388, DAR ES SALAAM	50,000	[SIGNED]
ADELINA SIMON SHAYO P.O. BOX 8388, DAR ES SALAAM	25,000	[SIGNED]
HELLENEASTER NICHOLOUS SHAYO P.O. BOX 8388, DAR ES SALAAM	8,000	[SIGNED]
PETER JUSTIN MSAFIRI P.O BOX 8388, DAR ES SALAAM	5000	[SIGNED]
JAMES ALEXANDE JUMANNE KIMARIO P.O. BOX 8388, DAR ES SALAAM	5,000	[SIGNED]
COLLETHA R. SIMON P.O. BOX 8388, DAR ES SALAAM	2,000	[SIGNED]

Dated at DAR ES SALAAM this 18<sup>th</sup> day of OCTOBER 2013

Witness to the above signatures

Name : PASCHAL G CHUWA  
 Signature : [SIGNED]  
 Postal Address : DAR ES SALAAM  
 Qualification : ADVOCATE, NOTARY PUBLIC, COMMISSIONER FOR OATHS

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*Paschal G Chuwa*  
 Asst. Registrar of Companies  
 Date 4/8/2021