

THE COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AVOAFRICA TZ LIMITED

DRAWN BY:
SGM ATTORNEYS AND ADVISORS
P.O BOX 20501
DAR ES SALAAM
TANZANIA

Certified True Copy Of The Original
Sign: *Gulamali*
SUBRINA A. GULAMALI
Advocate, Notary Public & Commissioner for Oaths

THE UNITED REPUBLIC OF TANZANIA

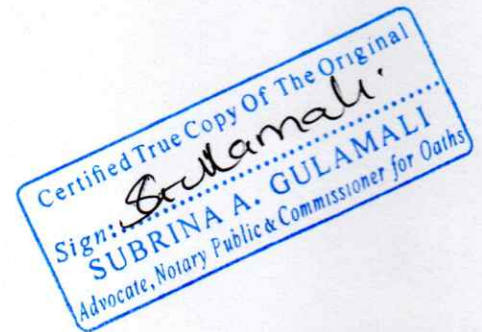
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



OF

AVOAFRICA TZ LIMITED

1. The Name of the Company is **AVOAFRICA TZ LIMITED**
2. The Registered office of the Company will be situated on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania and more particularly the Company shall have powers:
 - a. Export of fresh fruits and vegetables
 - b. Export of frozen fruits and vegetables
 - c. Manufacture of vegetable and animal oils and fats
 - d. Processing and preserving of fruit and vegetables
 - e. Whole sale of agricultural raw materials and live animals
 - f. Warehousing and storage
 - g. Manufacture of other food products
 - h. Other personal activities
4. The Liability of the Members is Limited.
5. The authorized share Capital is **Tshs. 467,800,000** divided into **10000** Ordinary Shares of **Tshs.46,780/=** each, with power for the company to increase or reduce the capitals and to issue any part of its capital, original or increased, with or without any of preference, priority or special privilege, or subjects to any postponement of right, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.



We, the several persons whose names and address 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 DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
ASIF AMIN MUHAMMAD TILISURU HOUSE NO 3, KITISURU ROAD, NAIROBI KENYA	6000	
MIHINGO MWANGI A21, KANGUNDO ROAD, NAIROBI, KENYA	4000	

Dated this 21st day of June 2021

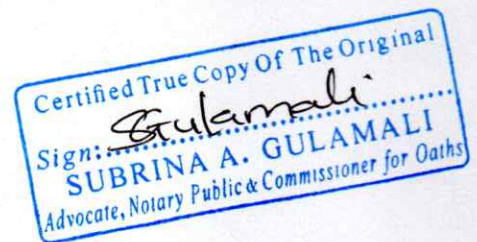
Witness to the above signatures:

Name: Subrina Altaf Gulamali

Signature: Gulamali

Postal Address: 20501, Dsm

Qualification: Advocate



- b) May notify in writing to the Company an email address, which address shall be his address for the purposes of receiving notices by way of electronic form. Any member who has furnished an email address to the Company, by doing so, authorises the Company to use electronic form to give notices, documents, records or statements or notices of availability of the foregoing to him and confirms that same can conveniently be printed by the Member within a reasonable time and at a reasonable cost.
128. Any notice to be given pursuant to these Articles shall be in writing and may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by leaving it at that address as appearing in the register of members or by leaving it at that address.
129. All notice directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.
130. Any member described in the register of members by an address not within Tanzania, who shall from time to time give the Company an address within Tanzania at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles if he had a registered address within Tanzania, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within Tanzania shall be entitled to receive notice from the Company.
131. Any notice in respect of that share which, before his name is entered in the Register of Member, has been duly given to a person from whom he derives his title shall bind every person who becomes entitled to a share.
132. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in Tanzania supplied for the purpose by such as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy.
133. Any notice or other document,
a) if served or sent by post, shall be deemed to have been served or delivered at the expiration of 48 hours from the time when the envelope containing the same was posted and in any other case at the time at which the letter

- would be delivered in the ordinary course of post.
- b) If served by electronic mail, if the Member has an address for the receiving of electronic mail, shall be deemed to have been delivered on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time.

VIRTUAL MEETINGS



134. The Company may conduct board, shareholders or committee meetings entirely by electronic communication or provide for participation in a meeting by electronic communication.

WINDING UP

135. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consists of property of the same kind or not) and may, for such purpose set such value as he deems fair 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 trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

136. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor 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 in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of trust in relation to the affairs of the Company

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Dated this 21st day of June 2021

Witness to the above signatures:

Name: Subrina Altaf Gulamali

Signature: Gulamali

Postal address: 20501, Dsm

Qualification: Advocate

Certified True Copy Of The Original
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 SUBRINA A. GULAMALI
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