

**THE COMPANIES ACT, CAP 212  
(ACT NO. 12 OF 2002)**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**EXOMARK INVESTMENTS LIMITED**

1. The name of the Company shall be **EXOMARK INVESTMENTS LIMITED**.
2. The registered office of the company will be situated in Tanzania Mainland.
3. The object of the company for which is established shall be to carry out the transactions of any kind and all lawful business for which the companies may be incorporated in Tanzania and more specifically the Company shall have powers to carry the following activities;-
  - a) To carry out the business of milling, selling, buying, distributing, exporting, importing, extracting, cultivating and/or processing agricultural products such as banana, maize, rice, wheat, gram, cassava, millet, sorghum, groundnuts, beans, oil-seeds or other cereal or seeds or roots to get flour, cooking-oil, animal feeds and/or other consumable products there from.
  - b) To carry on the business of small to medium industries and those relying on the home grown and easily available raw materials, such as agricultural, livestock farming and other products with the aim of meeting the home market as well as for exports.
  - c) To carry on the business as general food processors, manufacturers, packers, to be general suppliers of foods stuffs, and agricultural crops, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
  - d) To carry on the business of hoteliers, moteliers, restaurant owners, supermarket, hypermarket, refreshments, room proprietors, refreshment contractors, own and run shops, stores, godowns, bares, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody bailment.
  - e) To carry on the business of manufacturers, traders, to be bakers and supplies of all kinds of confectionery items and food such as jams, ice creams, syrups, namkeens, toffee, chocolates, biscuits, sweets, wafers, corn flakes, saunf & spices and generally to deal in any other business connected therewith.
  - f) To carry on the traders and business of meal manufacturers, dealers in consumable stores and provisions of all kinds' foods stuffs, grains flour, seeds folder, care oils, corn, wheat, wheat products, stores, vegetable oils ghee and vanaspati products.

- g) To carry on business as importers, traders, buyers, sellers, retailers, wholesalers, suppliers, indentures, packers movers preservers stockings, agent, sub-agents, merchants, distributors, consignors, jobbers, broken, concessionaires or otherwise to deal in all kinds of herbal items whether in synthetic, medicated, natural, ayurvedic, allopathic, homeopathic form or in any other form, cosmetic items, health caring goods, body caring goods, skin caring goods, hair caring goods including shampoos, creams, shower gels, hair oil, hair removers, formulations of all types powers kajals, lipsticks, soaps whether in liquid form.
- h) To carry on the business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, in all modes including bulk and containers, articles, or things or heavy and over dimensional cargo, on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own operate material Handling equipments.
- i) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen.
- j) To carry on the business of providing Logistics Services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.
- k) To act as representative, Agent, Sub Agent, Commission Agent and foreign Companies, Firms, persons, states and other bodies Corporate and to represent them before the different authorities Corporate and bodies and to act as their Sales, purchase representatives and to render services to them for transporting warehousing, distributing, and maintaining all types of goods and Equipments in good conditions supplied by the Principals.
- l) To carry on Agency business including that of freight agents, steamer agents, chartering agents, clearing and forwarding agents, commission agents and bunkering agents and to work as Ship Broker and Charterers
- m) To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum Companies, to run service stations for the repair and servicing of automobiles and to manufacture or deals in fuel oils, cutting oils and greases.
- n) To acquire beehives, keeping bee, buying, selling and supplying honey, processing raw honey into finished honey. filtration of honey. packaging of

- o)** To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers of Logos and/or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school equipments, computer accessories, school chalks, and secretarial services.
- p)** To carry on the business of manufacturers of or dealers in pulp and paper of all kinds and articles made form paper and pulp such as card boards and wall and ceiling papers and packaging cartons and newspapers and newsprint.
- q)** To carry on the business of tour operators, travel agents, tourist agents and contractors, insurance forwarding and general agents, aircraft and ship owners, and chatterers, agents for operators of air, sea, land and inland waterway carriage undertakings, road transport owners and hirers hotel, apartment and lodging – house keepers, caterers and storekeepers publishers of books, periodical and newspaper sellers, advertising agents and generally to facilitate travelling and provide for tourists and travellers or promote the provision of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau and baggage transport and arranging and operating tours.
- r)** To open and operate banking accounts and make, draw, accept, endorse, discount, negotiate, execute, issue, buy, sell, and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- s)** To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the company's objects or any of them, and to obtain from any such government, authority, corporation, Company or unions any charters, contracts, decrees, rights, privileges and concessions.
- t)** 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.
- u)** To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing and placing 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.
- v)** To buy, sell or otherwise appropriate any part of the property of the company for the purpose or and to build or let shops, offices, plant and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- w)** To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred



time as may be considered expedient any of the company's investments for the time being.

- x) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- y) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent rights, brevets invention, trademarks, designs, licenses, consensus, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquire, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- z) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem 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, and collateral or further to secure any securities of the company by a trust deed or other assurance.
- aa) To acquire from any sovereign state or authority supreme, local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- bb) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- cc) To lend and advance loans with approved security to groups of entrepreneurs, farmers or individuals within the United Republic of Tanzania as the company shall determine by using the company's funds on such terms as may be considered necessary by the company;
- dd) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this Clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers

4. The Liability of the members is **Limited**.
5. The authorized share capital of the Company is Tanzania Shillings Thirty Million (30,000,000/=) only divided into **thirty thousand** Shares (30,000) ordinary shares of Tanzania Shillings One Thousand (1,000/=) each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to the power hereinbefore contained.

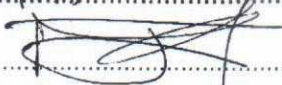
**WE** the several persons, whose names, postal addresses and occupations are subscribed, are desirous of being formed into a Company pursuant to this Memorandum of Association; and we respectively agree to take the number of shares in the capital of the Company specified opposite our respective names.

	<b>Name, Address and Description of Subscriber</b>	<b>Number of Shares taken by each subscriber</b>	<b>Signature of the subscriber</b>
1.	<b>Mr Philemon Nahori Msegu,</b> Plot No. 1913, House No. 6, Mkwawa Road, Oysterbay, P. O. Box 62258, Dar es salaam, Tanzania.	20,000	
2.	<b>Ms Husna Juma Kassamalu</b> Mtoni kwa Aziz Ally near CCM Bokorani Branch, House NO. 55, P. O. Box 62258, Dar es salaam Tanzania.	10,000	
	<b>TOTAL</b>	<b>30,000</b>	

DATED at DAR ES SALAAM this 25th Day of February, 2019

**WITNESS** to the above signatures:

Name: JEREMIA MTOBESYA

Signature: 

Postal Address: 78343, DAR-ES-SALAAM

Qualification: ADVOCATE

