

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KAD INDUSTRIES LIMITED

Incorporated this day of 2018

Drawn by:

DEODATUS RWEHUMBIZA KATABARO
(SUBSCRIBER),
P.O.BOX 229
DAR ES SALAAM

CERTIFIED AS A TRUE COPY OF THE ORIGINAL
04th day of Feb 2019
MELKIZELECK F. GUNDA
ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS
P.O. Box 1596 - MWANZA.

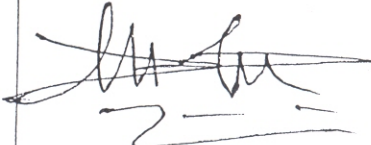

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KAD INDUSTRIES LIMITED

1. The name of the company "KAD INDUSTRIES 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 acquire and take over the business now carried under the name and style of **KAD INDUSTRIES** together with all its assets and liabilities and 1 1101 - Distilling, rectifying and blending of spirits
 - (b) 1102 - Manufacture of wines
 - (c) 1103 - Manufacture of malt liquors and malt
 - (d) 1104 - Manufacture of soft drinks; production of mineral waters and other bottled waters
 - (e) 4722 - Retail sale of beverages in specialized stores
 - (f) 4630 - Wholesale of food, beverages and tobacco

AND it is hereby declared that the word "Company" in this clause, except where 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 East Africa 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 by reference to or inference from the terms of any other paragraph of the name of the Company.

4. The Liability of the members is Limited
5. The capital of the Company is Shs. 50,000,000/= divided into 5,000 shares of Shs. 10,000/= 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.

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 |
|--|---|---|
| DEODATUS RWEHUMBIZA KATABARO P.O.BOX 229 DAR ES SALAAM | 400 |  |
| ALISTIDES RUTA KATABARO P.O.BOX 229 DAR ES SALAAM | 100 |  |

Dated at Dar es Salaam this 21st day of June 2018

Witness to the above signatures:-

Name: Julius Ishengoma

Signature: 

Postal address: Box 15015

Qualification: Advocate

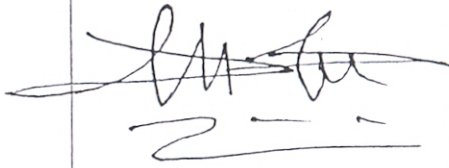



WINDING UP

69. With the sanction of a Special Resolution of the shareholders any part of the assets of the Company including any shares in other companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolve but so that no member shall be compelled to accept any shares whereupon there is any liability.

ARBITRATION

70. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard o the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of two (2) arbitrators, one to be appointed by each party and the third to be appointed by the first two, or in the event of failure to agree within or any then existing statutory modifications or re-enactment thereof shall apply.

| Names, Address, and Description of Subscribers | Number of Shares Taken by Each Subscriber | Signature |
|--|---|---|
| DEODATUS RWEHUMBIZA KATABARO P.O.BOX 229 DAR ES SALAAM | 400 |  |
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Witness to the above signatures:-

Name: Julius Ichengoma

Signature 

Postal address Box 15015

Qualification: Advocate



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