

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ORGANO AFRICA (T) LIMITED

Incorporated at this.....day of..... 2019

DRAWN BY:
ABDALLAH MUNIF NAHDI
(SUBSCRIBER)
P.O. BOX 22786
DAR ES SALAAM




THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ORGANO AFRICA (T) LIMITED

1. The name of the company is **"ORGANO AFRICA (T) 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 carry on the business activities manufacture bakery products, main activity import and export.
 - b) To carry on the business activities manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations, main activity.
 - c) To carry on the business activities manufacture of refined petroleum products, main activity.
 - d) To carry on the business activities manufacture of rubber tyres and tubes; retreading and rebuilding of rubber tyres, main activity.
 - e) To carry on the business activities manufacture of other textiles n.e.c., main activity.
 - f) To carry on the business activities manufacture of electric motors, generators, transformers and electricity distribution and control apparatus, main activity.
 - g) To carry on the business activities manufacture of other transport equipment n.e.c., main activity.
 - h) To carry on the business activities tanning and dressing of leather; dressing and dyeing of fur, main activity.

- i) To carry on the business activities manufacture of footwear, main activity.
- j) To carry on the business activities manufacture of luggage, handbags and the like saddler and harness, main activity.
- k) To carry on the business activities manufacturing of electric lighting equipment, main activity.
- l) To carry on the business activities manufacture of other rubber products, main activity.
- m) To carry on the business activities manufacture of jewellery and related articles, main activity.
- n) To carry on the business activities manufacture of soft drinks; production of mineral waters and other bottled waters, main activity.
- o) To carry on the business activities manufacture of consumer electronics, main activity.
- p) To carry on the business activities manufacture of tanks, reservoirs and containers of metal, main activity.
- q) To carry on the business activities manufacture of tobacco products, main activity.
- r) To carry on the business activities manufacture of parts and accessories for motor vehicles, main activity.
- s) To carry on the business activities manufacture of glass and glass products, main activity.

- t) To carry on the business manufacture of grain mill products, main activity.
 - u) To carry on the business activities manufacture management consultancy activities, main activity.
 - v) To carry on the business other personal services n.e.c., main activity.
 - w) To carry on the business activities manufacture of communication equipment, main activity.
 - x) To carry on the business activities manufacture of dairy products, main activity.
 - y) To carry on the business activities manufacture of vegetable and animals oils and fats, main activity.
 - z) To carry on the business activities reproduction of recorded media, main activity.
4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 2,000,000,000/= divided into 100 shares of Shillings 20,000,000/= 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 Articles of Association of the Company.

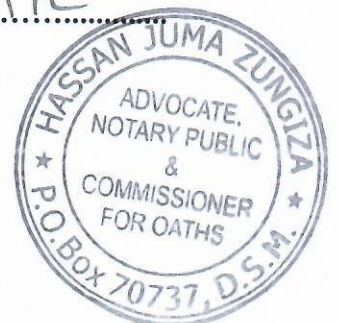
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDALLAH MUNIF NAHDI P.O. BOX 22786 DAR ES SALAAM	70	
EDHA ABDALLAH MUNIF P.O. BOX 22786 DAR ES SALAAM	10	
HASSAN ABDALLAH NAHDI P.O. BOX 22786 DAR ES SALAAM	10	

Dated at Dar es Salaam this 23rd day of May 2019

Witness to the above signatures:

Name : Hassan Juma Zunguza
 Signature : [Handwritten Signature]
 Postal Address : P.O. Box 70737 Dar es Salaam
 Qualification : ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
ORGANO AFRICA (T) LIMITED
PRELIMINARY

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-

- 1. ABDALLAH MUNIF NAHDI
- 2. EDHA ABDALLAH MUNIF
- 3. HASSAN ABDALLAH NAHDI

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be three.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. 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 special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION


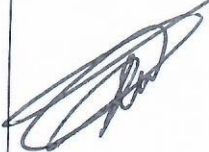

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being 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 judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.


ARBITRATION

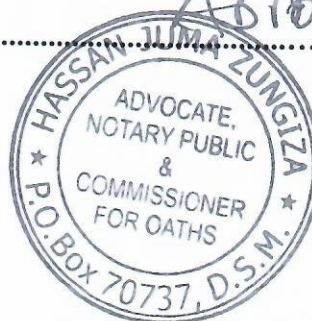
22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the 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 three (3) 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 (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDALLAH MUNIF NAHDI P.O. BOX 22786 DAR ES SALAAM	70	
EDHA ABDALLAH MUNIF P.O. BOX 22786 DAR ES SALAAM	10	
HASSAN ABDALLAH NAHDI P.O. BOX 22786 DAR ES SALAAM	10	

Dated at D'SALAAM this 23rd day of May 2019

Witness to the above signatures:

Name : Hassan Juma Zungiza
 Signature : 
 Postal Address : P.O. Box 9737 D'SALAAM
 Qualification : ADVOCATE





United Republic of Tanzania
Business Registrations and Licensing Agency



Application for Registration of a Company
Companies Act (Cap 212)

APPLICATION

Tracking number G190523-7055
Application date 23/05/2019 11:59:53

APPLICANT

National ID 19630415111020000127
Name ABDALLAH MUNIF NAHDI
Gender Male
Date of birth 15/04/1963
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Numbers 0689144223
Can this person update data in ORS? Yes
This person is empowered to assign persons who can update data in ORS Yes

INFORMATION ABOUT COMPANY

Company name ORGANO AFRICA (T) LIMITED
Company type Private company Limited by shares
Accounting date 31/05

REGISTERED OFFICE

Registered office Region Dar Es Salaam, District Temeke, Ward Kurasini, Post code 15109, Street KURASINI, Road KILWA, Plot number 35 Block number C, House number 35
P.O. BOX 22786
E-mail abdallahnahdi@yahoo.com
Mobile Phone Number 0689144223

BUSINESS ACTIVITY

Name of activity 1071 - Manufacture of bakery products , Main activity
Name of activity 1073 - Manufacture of cocoa, chocolate and sugar confectionery , Main activity
Name of activity 2023 - Manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations , Main activity
Name of activity 1920 - Manufacture of refined petroleum products , Main activity
Name of activity 2211 - Manufacture of rubber tyres and tubes; retreading and rebuilding of rubber tyres , Main activity
Name of activity 1399 - Manufacture of other textiles n.e.c. , Main activity
Name of activity 2750 - Manufacture of domestic appliances , Main activity
Name of activity 2710 - Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus , Main activity
Name of activity 3100 - Manufacture of furniture , Main activity
Name of activity 3099 - Manufacture of other transport equipment n.e.c. , Main activity

Name of activity	1511 - Tanning and dressing of leather; dressing and dyeing of fur , Main activity
Name of activity	1520 - Manufacture of footwear , Main activity
Name of activity	1512 - Manufacture of luggage, handbags and the like, saddlery and harness , Main activity
Name of activity	2740 - Manufacture of electric lighting equipment , Main activity
Name of activity	2219 - Manufacture of other rubber products , Main activity
Name of activity	3211 - Manufacture of jewellery and related articles , Main activity
Name of activity	1104 - Manufacture of soft drinks; production of mineral waters and other bottled waters , Main activity
Name of activity	2640 - Manufacture of consumer electronics , Main activity
Name of activity	2512 - Manufacture of tanks, reservoirs and containers of metal , Main activity
Name of activity	1200 - Manufacture of tobacco products , Main activity
Name of activity	2930 - Manufacture of parts and accessories for motor vehicles , Main activity
Name of activity	2310 - Manufacture of glass and glass products , Main activity
Name of activity	1061 - Manufacture of grain mill products , Main activity
Name of activity	7020 - Management consultancy activities , Main activity
Name of activity	9609 - Other personal service activities n.e.c. , Main activity
Name of activity	2630 - Manufacture of communication equipment , Main activity
Name of activity	1050 - Manufacture of dairy products , Main activity
Name of activity	1040 - Manufacture of vegetable and animal oils and fats , Main activity
Name of activity	1820 - Reproduction of recorded media , Main activity

DIRECTORS

DIRECTOR 1

Can this person update data in ORS?	Yes
National ID	19630415111020000127
TIN	103882958
Name	ABDALLAH MUNIF NAHDI
Gender	Male
Date of birth	15/04/1963
Nationality	Tanzanian
E-mail Address	abdallahnahdi@yahoo.com
Mobile Phone Number	0689144223
Residential address	Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA, Road UNITED NATION, Plot number 413, Block number NL, House number 413

DIRECTOR 2

Can this person update data in ORS?	No
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National ID 19851003111020000129
TIN 108024224
Name EDHA ABDALLAH MUNIF
Gender Male
Date of birth 03/10/1985
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0689144223
Residential address Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA, Road UNITED NATION, Plot number 413, Block number NIL, House number 413

DIRECTOR 3

Can this person update data in ORS? No
National ID 19970827141120000127
TIN 121188031
Name HASSAN ABDALLAH NAHDI
Gender Male
Date of birth 27/08/1997
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0786777222
Residential address Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA, Road NKOMO STREET, Road UPANGA, Plot number 413, Block number NIL, House number 413

COMPANY SECRETARY

Can this person update data in ORS? No
National ID 19640128121010000228
TIN
Name SAID JUMA AL-AREMY
Gender Male
Date of birth 28/01/1964
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0711283242
Residential address Tanzania, Region Dar Es Salaam, District Ilala, Ward Ilala, Postal code 12101, Street NHC FLATS, Road ILALA, Plot number 202, Block number NIL, House number 202

AUTHORISED SHARE CAPITAL

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	100	20000000	2000000000	TZS
		Total:	2000000000	TZS

SHAREHOLDERS

SHAREHOLDER 1

National ID 19630415111020000127
Name ABDALLAH MUNIF NAHDI
Gender Male
Date of birth 15/04/1963
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0689144223
Residential address

Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA, Road UNITED NATION, Plot number 413, Block number NIL, House number 413
70

Ordinary
SHAREHOLDER 2

National ID 19851003111020000129
Name EDHA ABDALLAH MUNIF
Gender Male
Date of birth 03/10/1985
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0689144223
Residential address

Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA, Road UNITED NATION, Plot number 413, Block number NIL, House number 413
10

Ordinary
SHAREHOLDER 3

National ID 19970827141120000127
Name HASSAN ABDALLAH NAHDI
Gender Male
Date of birth 27/08/1997
Nationality Tanzanian
E-mail Address abdallahnahdi@yahoo.com
Mobile Phone Number 0786777222
Residential address

Tanzania, Region Dar Es Salaam, District Ilala CBD, Ward Upanga Magharibi, Postal code 11103, Street UPANGA NKOMO STREET, Road UPANGA, Plot number 413, Block number NIL, House number 413
10

Ordinary

ORGANO AFRICA (T) LIMITED,
Director ABDALLAH MUNIF
NAHDI



23/05

Signature and date

ORGANO AFRICA (T) LIMITED,
Director EDHA ABDALLAH
MUNIF



23/05

Signature and date

ORGANO AFRICA (T) LIMITED,
Director HASSAN ABDALLAH
NAHDI



23/05

Signature and date

ORGANO AFRICA (T) LIMITED,
Company secretary SAID JUMA
AL-AREMY



23/05

Signature and date