



TANGA FRESH LIMITED

P.O Box 5061, Tanga, Tanzania
Te: +255 (27) 264 4238
Fax: +255 (27) 264 7960
Email tf@tangafresh.com

Date: 10th June, 2022

Executive Director
Tanzania Investment Centre,
P.O. Box 938
Shaban Robert Street,
DAR ES SALAAM.

Dear Sir,

**RE: AMENDMENT OF THE CERTIFICATE OF INCENTIVE NO. 040612-01 ISSUED
IN FAVOUR OF TANGA FRESH LIMITED.**

- 1.0 We, Tanga Fresh Limited, a limited liability company trading in dairy industry in Tanzania (hereinafter referred to as the "Company") requests your honoured office for the amendment of the Certificate of Incentive No. **040612-01** issued in favour of the Company on 12th May, 2011 ("the Certificate of Incentive"). Attached herein is certified true copy of the Certificate of Incentive marked as Annexure "A" and is to be read as part of this letter.
- 2.0 It may be noted that the Certificate of Incentive was issued in favour of the Company for the purposes of expansion of milk processing facilities and was registered under Plot No. 71 located at Mpira Tanga Region under the name of the Company. As at the date thereof, the Company has been able to set up milk distribution and operation centre at the milk treatment plant registered under Certificate of Title No. 4635, L.O. NO. 45616, located at Kange Industrial Area in Tanga Municipality in the name of the Company ("the Property"). Attached herein is the certified true copy of the certificate of Title No. 4635 for Milk Treatment Plant registered under L.O. No. 45616, located at Kange Area, Tanga Municipality marked as Annexure "B" and is to be read as part of this letter.
- 3.0 In the circumstance, the Company hereby requests your office for the amendment of the Certificate of Incentive so that the Property forms part of the Company's investment and is read as part of the Certificate of Incentive.
- 4.0 It may be further noted that both Plot No. 71 located at Mpira, Tanga Region and the Property have been surrendered to the Ministry of Land Housing and Human Settlement for the purpose of issuance of derivative right in accordance with the Law.

"Our dairy products are made of 100% fresh, top quality pasteurized cows' milk"

Directors: Mr. Misheck Ngatunga (Chairman)*, Mr. Salimu Kihara Rajabu*, Mr. Alnoor Hussein*, Mr. Justice J.J. Mkwawa*, Mr. Mohamed Said Muya*

*Tanzanian.

5.0 We thank you for your usual cooperation and look forward to receiving positive feedback. Should you have any queries and/or require additional information please do not hesitate to Contact us through our Company Secretary MS. Carolyne Jakob Muro vide c.muro@joachimandjacobs.co.tz and/or +255 787 399 199.

Yours Sincerely,



Innocent Muro
The Chief Executive Officer

CC: The Zonal Manager
Tanzania Investment Centre,
Northern Zone Office,
P.O. Box 7735,
Arusha Road Street,
MOSHI- KILIMANJARO

ANNEXURE "A"



No 00217588

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

THIS CERTIFICATE REPLACE/
EXTENDS THE PREVIOUS ONE

AMENDMENT ON SECTIONS 10&11
HAVE BEEN EFFECTED

NO. 040612-01 ISSUED ON No: 040612-01
07/3/2008

Signature

Signature

This is to certify that

TANGA FRESH LIMITED

of address P.O. BOX 5061

TANGA

has been granted a Certificate of Incentives to invest in a new, rehabilitation /expansion
or equity of the enterprise known as

TANGA FRESH LIMITED

Which is located at PLOT NO. 71 MPTRA

TANGA

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Signature
Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

Dated 12TH MAY 2011



Certified True Copy of the Original

Sign: *Jy* Date: 10-06-2022

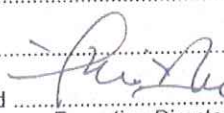
JOHN MFANGAVO


Advocate, Notary

Public & Commissioner for Oaths

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

- | 1. | Shareholders | Nationality | Shareholding (%) |
|----|--------------------------|-------------|------------------|
| | Dutch Oaktree Foundation | Dutch | 45 |
| | Tanga Dairies Coop | Tanzanian | 35 |
| | Al Noor Hussein | Tanzanian | 10 |
| | Luitzen Zijlstra | Dutch | 10 |
2. Proposed Activities : To expand milk processing facilities to assist small
3. Sector: Manufacturing Subsector Milk Processing
4. Investment cost: Foreign — Local USD 7.228m. Total USD 7.228m.
5. Project Financing: Equity USD 2.530m. Loans USD 4.698m. Total USD 7.228m.
6. Source, terms and conditions of loan.....
7. Assets to be invested:
- | Capital items: | Foreign | Local | Total |
|----------------|----------|--------------------|--------------------|
| | <u>—</u> | <u>USD 7.228m.</u> | <u>USD 7.228m.</u> |
8. Technology Agreement None
9. Date of TIC Registration: 15th February 2008
10. Implementation period February 2008 - January 2012
11. Operative date..... February 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
- (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997 As per Income Tax Act, 2004 (as amended)
- (ii) Applicable with-holding Tax As per Income Tax Act, 2004 (as amended)
- (iii) Eligibility of Capital Allowances As per Income Tax Act, 2004 (as amended)
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
- (ii) Certificate not to be transferred, assigned or amended
- (iii) Failure to commence implementation within two years invalidates Certificate
- (iv) Failure to operate investment must be notified to the Centre
- (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
- Finished goods are not allowed under this Certificate.

Signed  Executive Director

Certified True Copy of the Original
 Sign:  Date: 10-06-2012
 JOHN MFANGAVO
 Advocate, Notary
 Public & Commissioner for Oaths

ANNEXURE "B"

TANZANIA

Land Form 51

CERTIFICATE OF OCCUPANCY

(Issued under Section 9 of the Land Ordinance)

Certified True Copy of the Original
Sign: *Jy* Date: *10-06-2012*
JOJO MFANGAVO
Advocate, Notary
Public & Commissioner for Oaths

Date of Issue:

Title Number: 4635 LAND REGISTRY - MOSHI

Land Office Number: 45616:

Plot 40 Land: MILK TREATMENT PLANT KANGE AREA TANGA MUNICIPALITY DISTRICT:

Term: NINETY NINE YEARS:

STAKABADHI YA SERIKALI

42890855

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA

Received from

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

KIASI Amount

Shs.					Cts.				
5000									

KWA MALIPO YA

In respect of

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No.

SAHIMI YA MPOKWA Receiving Officer's

Signature

NA SENI And Cents

KITUO Station

INTERNATIONAL FOOD PROCESSORS LTD
 FIVE HUNDRED ONLY
 CONSENT FEE OF MILK TREATMENT PLANT
 402850
 13/04/2011
 TANGA

STAKABADHI YA SERIKALI

2779835

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA

Received from

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

KIASI Amount

Shs.					Cts.				
1592344									

KWA MALIPO YA

In respect of

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No.

SAHIMI YA MPOKWA Receiving Officer's

Signature

NA SENI And Cents

KITUO Station

INTERNATIONAL FOOD PROCESSORS LTD
 One Million Five Hundred Ninety Two Thousand Three Hundred Forty Four Only
 Land Penalty for 2008/09
 402850
 13/04/11
 Plot "Milk Treatment Plant at Kange"

STAKABADHI YA SERIKALI

41619756

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA

Received from

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

KIASI Amount

Shs.					Cts.				
18067000									

KWA MALIPO YA

In respect of

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No.

SAHIMI YA MPOKWA Receiving Officer's

Signature

NA SENI And Cents

KITUO Station

OCC. TANGA FRESH LTD.
 EIGHTEEN MILLION SIXTY SEVEN THOUSAND ONLY
 REG ON TRANSFER FEES OF CT NO 4635
 CASH
 11/13/11
 MLOSHI

JAMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA

TFN 614 (Rev. 8.94)

STAKABADHI YA SERIKALI

42891113

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA

Received from

INTERNATIONAL FOOD PROCESSORS LTD

Shs				Cts	
2	7	3	5		

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

SEVENTEEN MILION THREE HUNDRED SEVEN
FIVE THOUSAND EIGHT HUNDRED SEVEN FIVE

KWA MALIPO YA

In respect of

STORN SWIT ON TRANSFER

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No

MLM TREASURERS, NAIROBI STATION

SAHIHI YA MPOKEAJI Receiving Officer's

Signature

[Signature] 17/11/11

JAMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA

TFN 614 (Rev. 8.94)

KABADHI YA SERIKALI

34450719

1

CHEQUER RECEIPT

IMEPOKEA KWA

Received from

INTERNATIONAL FOOD PROCESSORS LTD

Shs				Cts	
2	5	0	0		

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

TWO THOUSAND FIVE HUNDRED ONLY

KWA MALIPO YA

In respect of

Reg fees and Discharge of Mortgage

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No

CASH

SAHIHI YA MPOKEAJI Receiving Officer's

Signature

[Signature] P.O. Box 16112

TITLE No. **4635**
 REGISTERED **29-3-82**

LAND FORM 32
 at **10.00** a. m.

Under section 49, I required payment of
 Shs. **50/-** duty L.O. No. **45616:**
 Shs. **20/-** penalty

Stamp Duty No: **63:**
 L.D. No.

Kwasalilewa
 Asst. Registrar of Titles

Kwasalilewa
 Stamp Duty No: **63:**
 L.D. No.

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF OCCUPANCY

(Section 9 of the Land Ordinance)

The **4th** day of **August** One thousand
 nine hundred and **eighty one.**

TITLE No. **4635** LAND REGISTRY - MOSHI

THIS IS TO CERTIFY that **TANZANIA DAIRIES LIMITED** of P.O. BOX 48, TANGA

(hereinafter called "the Occupier") is entitled to a Right of Occupancy (hereinafter called "the Right") in and over the Land described in the Schedule hereto (hereinafter called "the Land") as joint tenants/as in common in equal shares for a term of **Ninety nine** years from **the first** day of

July One thousand nine hundred and **seventy five** according to the true intent and meaning of the Land Ordinance and subject to the provisions thereof and to any regulations made thereunder and to any enactment in substitution therefor or amendment thereof and to the following special conditions:—

1. The Occupier having paid rent up to the thirtieth day of June, 1976, shall thereafter pay rent of **Seven thousand two hundred (7,200/=) shillings** a year in advance on the first day of July in every year of the term without any deduction PROVIDED that the rent may be revised by the Minister for the time being responsible for Lands (hereinafter called "the Minister") on the first day of July in each of the years **1985, 1995, 2005, 2015, 2025, 2035, 2045, 2055 and 2065** or within **three** years thereafter in each case.

2. The Occupier shall:—
- (i) Erect on the land buildings (hereinafter called "the buildings") in permanent materials designed for use in accordance with the conditions of the Right and which conform to the building line (if any) decided by **The Tanga Municipal Council** (hereinafter called "the Authority");
 - (ii) By the **Thirty first day of December** 1975, submit to the Authority such plans for the buildings (including block plans showing the position of the buildings) and such drawings, elevations and specifications of them as will satisfy the Authority and as are in accordance with the building condition in sub-paragraph (i) above which said plans and specifications shall be submitted in triplicate;
 - (iii) Within six months from the date of notification by the Authority of approval of the plans and specifications referred to in sub-paragraph (ii) above begin building on the land in accordance with such plans and specifications;
 - (iv) Complete the buildings according to the plans and specifications so that they are ready for use and occupation by the **thirtieth** day of **June** 1978;
 - (v) At all times during the term after the **thirtieth** day of **June** 1978 have on the land buildings as approved by the Authority and maintain them in good order and repair to the satisfaction of the Commissioner for Lands (hereinafter called "the Commissioner");

Certified True Copy of the Original
 Sign: *Jy* Date: **10-06-1982**
JOHN MFANGAVO
 Advocate, Notary
 Public & Commissioner for Oaths

(vi) Not erect or commence to erect on the land any building except in accordance with building plans and specifications which shall have been first approved by the Authority as hereinbefore provided;

(vii) Be responsible for the protection of all beacons on the land throughout the term of the Right. Missing beacons will have to be re-established at any time at the Occupier's expenses as assessed by the Commissioner for Surveys and Mapping.

Approval of plans of any building by the Authority shall not imply that the construction of such a building will satisfy the Occupier's obligation under the conditions of the Right and shall not imply waiver of modification of any condition in the Right.

3.—(i) The Occupier's shall not subdivide the land or assign, sublet or otherwise dispose of or deal with the whole or any part of it or of any building on it without the previous written consent of the Commissioner PROVIDED that after condition 2(iv) has been complied with by the Occupier the consent of the Commissioner shall not be necessary:—

to a single sub-letting of the whole of the land where the sub-lease contains conditions sufficient to ensure compliance with the conditions of the Right;

~~to a sub-letting of the whole of the land or of the whole or any part of any building on it where the sub-lease contains conditions sufficient to ensure compliance with the conditions of the Right.~~

(ii) Occupation or use of the whole or any part of the land of buildings on it by any person other than the Occupier or his employees agents contractors or members of the household shall be deemed a dealing with the land or buildings.

4. Except as hereinbefore provided the Commissioner shall have an absolute discretion to give or withhold consent under condition 3(i). Any dealing or agreement (other than a mortgage or charge) entered into before compliance with condition 2(iv) will not receive consent except in special circumstances of which the Commissioner shall be the sole judge.

5. The Occupier shall pay to the Minister on demand made by the Commissioner on his behalf:—

(i) any further fees or stamp duties which may be discovered to be payable by the Occupier in connection with the Right;

(ii) an amount equal to any contribution in lieu of rates which may be payable by Government for the land during the term of the Right;

(iii) such sum as the Commissioner shall assess as a proper share payable for the land of the cost of making up the road or improvement of same upon which the land fronts, abuts or adjoins, whether such demand is made before during or after such making or improvement thereof. This condition does not oblige the Government to make or improve roads.

6. **USER: Milk Treatment Plant/Office/Residential - Use Group 'N' Use Group 'G' Use Class (a) and Use Group 'A' Use Class (a) respectively as defined in the Town and Country Planning (Use Classes) Regulations, 1960.**

7. **SPECIAL CONDITION: The occupier shall construct a "HANDAKI" within the plot-----**

B The President may revoke the Right for good cause and in public interest.

Certified True Copy of the Original

Sign: *[Signature]* Date: 10-06-2022

JOHN MPANGAVO
Advocate, Notary
Commissioner for Oaths

Link 4/0
SCHEDULE
 ALL that land known as plot for Milk Treatment Plant Range
 Area measuring twenty acres (20)-----

squares feet shown for identification only adged on the plan attached to this Certificate and defined
 on the registered survey plan numbered **17719** deposited at the Office of the Commissioner
 for Surveys and Mapping at Dar es Salaam.

GIVEN under my hand and seal and by Order of the Minister the day and year first
 above written.

2011 7-1-2011

Certified True Copy of the Original
 Sign: *JM* Date: *10-06-2011*
JOHN MFANGAVO
 Advocate, Notary
 Public & Commissioner for Oaths

Quwath
DIRECTOR
LAND DEVELOPMENT SERVICES

DIRECTOR OF LAND DEVELOPMENT SERVICES:
COMMISSIONER FOR LANDS

The within-named **TANZANIA DAIRIES LIMITED** hereby accept
 the terms and conditions contained in the foregoing
 Certificate of Occupancy.

SEALED WITH THE COMMON SEAL OF
 THE said **TANZANIA DAIRIES LIMITED**
 in the presence OF US this
 8th day of July

1981
 Signature: *[Signature]*

Postal Address: **TANZANIA DAIRIES LTD.**
 P. O. BOX 338
ARUSHA - TANZANIA

Qualification: *GENERAL MANAGER*

Signature: *[Signature]*

Postal Address: **TANZANIA DAIRIES LTD**
 P.O. Box 338 ARUSHA

Qualification: *SECRETARY*

THE MANAGEMENT COMMITTEE

11/07/11
10-06-2011
COMMISSIONER FOR LANDS
LAND DEVELOPMENT SERVICES

[Handwritten notes and stamps]
 Commissioner for Lands
 Dar es Salaam

TANGANYIKA: STAMP DUTY ACT, 1972

Under Section 51, I certify that the proper duty of Shs. 50/- and penalty Shs. 20/-

have been Paid by

G.R.R. No. 247674 of 29-3-82

29-3-1982 *K. K. K.*
Stamp Duty Officer

Stamp Duty Shs. 195/- + 50/- PENALTY Paid

on Original Revenue Receipt No. 247674 of 29-3-82

K. K. K.
Asst. Registrar of Titles

LAND REGISTRY, MOSHI
DEED OF VARIATION

Filed Document No. 22313
Date of registration 23-11-2007 time 1:00 P.M.

To AMOUNT SECURED ON MORTGAGE UNDER F.D. 21304 VARIED TO USD 1,910,000/-

[Signature]
Asst. Reg. of Titles

LAND REGISTRY, MOSHI
TRANSFER

Filed Document No. 14953
Date of registration 2-9-2002 time 10:00 a.m.

To INTERNATIONAL FOOD PROCESSORS LIMITED APO Box 5055 DAR-ES-SALAAM.
(CONS. TSHS 80,000,000/-)

[Signature]
Asst. Registrar of Titles

LAND REGISTRY, MOSHI
TRANSFER

Filed Document No. 29851
Date of registration 17-3-2011 time 1:00 P.M.

To TANGA FRESH LIMITED of P.O. Box 31099, DAR-ES-SALAAM (CONS. US \$ 2,500,000/-)

[Signature]
Asst. Registrar of Titles

LAND REGISTRY, MOSHI DISCHARGED
MORTGAGE ON 16-01-2009 AT 8:30 Am

Filed Document No. 17659 F.D. 24590
Date of registration 04-01-2005 time 11:30 a.m.

NATIONAL BANK OF COMMERCE LIMITED
to secure an unspecified amount.

[Signature]
Asst. Registrar of Titles

LAND REGISTRY, MOSHI
MORTGAGE PARI PASSU TO F.D. NO. 17659

Filed Document No. 21304 DISCHARGED
Date of registration 2-5-2007 time 1:00 P.M.

To AFRICAN BANKING CORPORATION (CONS. USD 1,410,000/-) subject to the fluctuations in the effective rate or rate of the exchange ruling in any given date plus interest during the continuance of a charge

[Signature]
Asst. Registrar of Titles

Certified True Copy of the Original
Sign: *[Signature]* Date: 10-06-2012
JOHN MFANGAVO
Advocate, Notary
Public & Commissioner for Oaths

MUNICIPALITY

INVEST SHOWING DETAILS OF PLOT

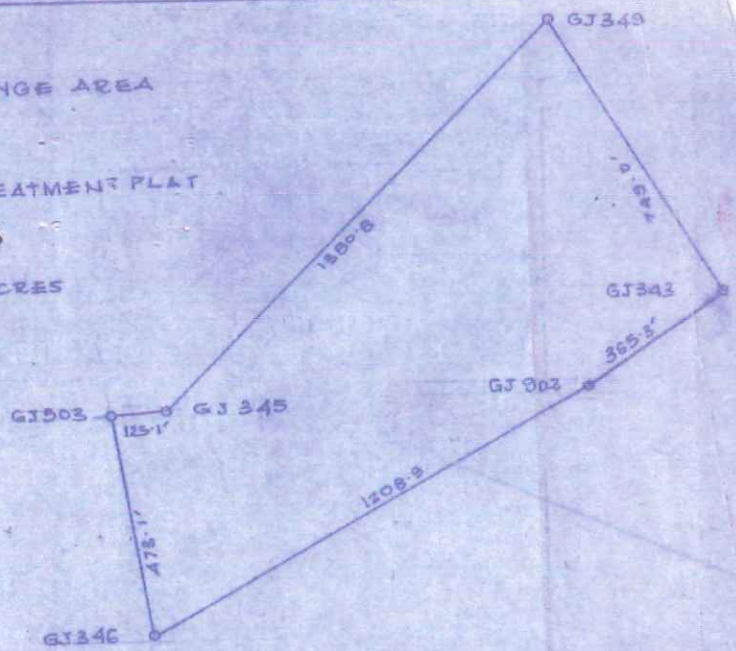
LOCALITY KANGE AREA

BLOCK -

PLOT MILK TREATMENT PLANT

L.O. No 45616

AREA 20 ACRES



TRDF PLOT

TANGA DIARY
VETERINARY PLANTATION

MILK TREATMENT
PLOT

WATER SUPPLY
STORAGE TANK

TO TANGA TOWN

DIARY FARM

FROM MASHI

on implies no
on of title by

This plan prepared in accordance with Reg Plan
No. 17719..... is approved for the purposes
Land Registration Ordinance.

For Director for Surveys and Mapping

Date 25-2-21

Surveys and Mapping Division, Ministry of Lands,
and Urban Development Dar-es-Salaam.



TANGA CITY COUNCIL

A 67635

P.O. Box 178 Telephone 44531/2/3
TANGA 14/01/2011

Received from INTERNATIONAL FOOD PRODUCTS LTD
Sum of Shs. SEVEN THOUSAND ONLY
Cents _____

For APPLICATION & NOTIFICATION
FEES FOR MILK TREATMENT PLANT

HEAD _____
SHS. 7,000/=

BY CASH/CHEQUE
CHEQUE No. _____

TE
OF



With thanks

FOR TREASURER

AMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA

TAKABADHI YA SERIKALI
EXCHEQUER RECEIPT

IMEPOKEA KWA
received from

15612911

2002-2003-800-000
2001-2002-800-000

TEN. 67635/2/3



KIASI
Amount

Shs.		Cts.
= 1 600 000 =		

Tanzania Dairies Limited.

MLA YA SHILINGI (Kwa maneno)
The Sum of Shillings (Words)

One million six hundred thousand
only.

AFISA MIFANOMIJI WA MANISIA
TANGA NA SENTI
And Cents

MALIPO YA
respect of

Plot 117/201-30/6/2003 Plot for milk
treatment.

KITIRO—Station

Wange area
Tanga

FEDHA TASLIMU/HUNDI NAMBA
Cash/Cheque No.

MPOKEA—Receiving Officer's

CHEO—Title

TAREHE—Date

Dsm.

[Signature]

HA

21/9/2003