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THE COMPANIES ORDINANCE ( CAP 212 )

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF

BAKHRESA FOOD PRODUCTS LIMITED

CERTIFIED TRUE COPY OF THE ORIGINAL  
ROSE MTESIGWA  
ADVOCATE, NOTARY PUBLIC &  
COMMISSIONER FOR OATHS  
Signature: *Rm* Date: 16/5/2019

DRAWN BY:  
SAID SALIM AWADH (S: 2517-302)  
P. O. BOX 2517  
DAR ES SALAAM.

INCORPORATED

DAY OF

1997

1200/-  
05273545  
12-47

600/-  
05273545  
4-12-97

THE COMPANIES ORDINANCE (CAP 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
BAKHRESA FOOD PRODUCTS LIMITED

1. The name of the Company is "BAKHRESA FOOD PRODUCTS 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 manufacture, buy, sell, prepare, distribute, import, export, and deal in all kinds of food products such as fresh and artificial juice, milk products, ice creams, or any other kind of food products, polymer packing material and also any other kind of packing material used in the process of manufacturing, in both wholesale and retail.
  - b) To carry on the business of hotels, restaurants, cafés, road houses, motels, holiday camps, caravan sites and apartment house keepers.
  - c) To carry on the business of refreshments and tea rooms, café, milk kiosks, importers and manufacturers of aerated minerals and artificial waters and other drinks and as caterers and contractors in all their respective fields.

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- d) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the businesses of the company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- e) To acquire and undertake the whole or any part of the business property, and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purpose of this company.
- f) To carry on the business of manufacture, buyers, and sellers of all or any goods aforesaid by wholesale or retail, and to acquire by purchase or otherwise an exclusive or other interest in property of any tenure for the purpose of carrying on the said business.
- g) To carry on business in Tanzania and elsewhere the buying, selling, letting on hire, hire purchase, or easy payment systems and manufacturing and contractors of and dealers in ancillary and other connected polymer products.
- h) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- i) To enter into any arrangement and contracts with Government or Authorities supreme, municipal, local or otherwise or any corporations, companies or persons having objects that may seem conducive to the Company's object or any of the them and to obtain from any such Government Authority, Corporation, Company, or persons, any characters, contracts, decrees, rights, privileges and concessions.
- j) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charges upon all or any other company rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan
- k) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interest cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in or about to carry or engage in any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this company and to take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.

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- l) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
- m) To sell or dispose of the undertaking and property of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this company.
- n) To construct, erect, maintain and alter any buildings, machinery, plant, works necessary or convenient for the purpose of the company.
- o) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or conveniently for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.
- p) To invest and deal with moneys of the company not immediately required, upon such securities and in such manner as the company may from time to time determine.
- q) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the company's capital or any debentures or other securities of the company or the conduct of its business.
- r) To distribute any part of the property of the company in specie among the members.
- s) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and customers and others having dealing with the company and to guarantee the performance of contracts by such person.
- t) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- u) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.

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v) To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed, established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the company or of any company so promoted, formed, established or registered by the company.

✓ w) To obtain all powers and authorities necessary to carry out or extend any of the above objects.


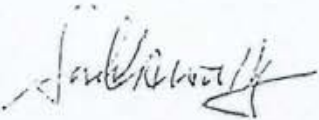
The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members of the company is limited.
5. The initial capital of the company is 300,000,000/-divided into 3,000 shares of 100,000/-each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.


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ROSE MTESIWA  
ADVOCATE, NOTARY PUBLIC &  
COMMISSIONER FOR OATHS  
Signature:  Date: 16/11/2019

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 Descriptions of Subscriber	Number of shares taken	Signature
1. Said Salim Awadh Company Director P.O.Box.2517 Dar Es salaam	1500	
2. Fathiya Ahmed Company Director P.O.Box.2517 Dar Es salaam	750	FATHIYA AHMED
3. Abubakar Said Salim Company Director P O.Box 2517 Dar Es salaam	750	

Dated at Dar Es salaam this 28 day of Nov 1997

Witness the above signatures

Signature 

Postal address ROSE MIESIGWA & CO.

QUALIFICATION ADVOCATES  
P.O. Box 733  
DAR ES SALAAM

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ROSE MIESIGWA  
ADVOCATE, NOTARY PUBLIC &  
COMMISSIONER FOR OATHS  
 Date 16/12/99

1200/-  
1534250  
45  
4-12-19

The companies ordinance (CAP.212)

COMPANY LIMITED BY SHRES

ARTICLES OF ASSOCIATION

OF

BAKHRESA FOOD PRODUCTS LIMITED

600/-  
1534250  
4-12-19

PRELIMINARY

1. In these Regulations:-

"The Ordinance" means the Companies ordinance chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the company shall have the meanings 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, partnerships, firms, cooperative societies etc.

The Regulation of Table 'A' in the First Schedule to the Companies Ordinance (hereinafter called Table 'A') shall 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 Table 'A' the former shall prevail; and in addition to substitution former modification of the provisions of Table 'A' the following 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 having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to 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 treated as a single member.

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- 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 warrants to bearer.

TRANSFER OF SHARES

- 3. The directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any shares to any person whom 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 or 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 personal representative 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 such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice 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 or 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 shares 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 21 day's notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that 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 the singly shareholders who shall have agreed to purchase the same.

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GENERAL MEETINGSNOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations:
- A General Meeting, ordinary or extra ordinary may with the consent in writing of all members, be convened on shorter notice than seven days or without notice.
  - Two members, present either personally or by proxy shall form a quorum.
  - 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.

DIRECTORS

- Until otherwise determined by the Company in General Meeting the Directors shall not be less than two and not more than seven in number.
  - The following persons shall be the first Directors of the Company:
    - Said Salim Awadh
    - Abubakar Said Salim
    - Fathiya Ahmed
7. The shareholding qualification for the Directors may be fixed by the company in general meeting and unless had until so fixed no qualification shall be required.
8. A resolution in writing signed by all the Directors then in Tanzania shall be as a valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
9. The directors may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the Company.

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BORROWING POWERS

11. The directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue; at such price as they may think fit or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director being unable to act during the absence or inability to act as the Director whom he represent he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

WINDING UP

14. With the sanction of a special Resolution of the Shareholders any of the assets of the company including any shares in other companies may be divided between the Member 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 dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.


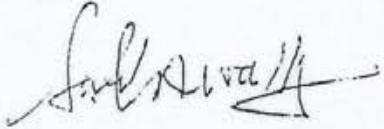
INDEMNITY

15. 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 increased by him to 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 (under section 345 of the Ordinance) in which relief is granted to him by the court.

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ALTERATION OR ADDITIONS

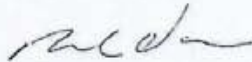
16. Subject to the provision of the Ordinance and to those contained in the Memorandum of Association of the Company may by Special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

Name, address and Description of Subscribers	Number of Shares taken	Signature
1. Said Salim Awadh P.O.Box.No.2517 Dar Es Salaam A company director	1000	
2. Fathiya Ahmed P.O.Box.No.2517 Dar Es Salaam A company director	1000	Fathiya Ahmed
3. Abubakar Said Salim P.O.Box.No.2517 Dar Es Salaam A company director	1000	

Dated at Dar Es Salaam this 28<sup>th</sup> day of 1997

WITNESS to the above Signature

Signature



Postal Address

MUSIQA MANDOO & CO.

ADVOCATES

Qualification

P.O. Box 788

DAR-ES-SALAAM

