

The Executive Director,  
Tanzania Investment Centre (TIC),  
9A & B Shaaban Robert Street,  
P.O Box 938,  
Dar Es Salaam

Ref. No. IMMMA-  
DLA/TIC/SNL/01/23

**IMMMA Advocates**  
IMMMA House, Plot No 357  
United Nations Road  
Upanga  
PO Box 72484  
Dar es Salaam, Tanzania  
T: +255 22 2211080  
T: +255 22 2211081  
T: +255 22 2211082  
T: +255 22 2211083  
dlapiper africa.co.tz

29 March 2023

Dear Sir/Madam,

**RE: NOTIFICATION OF CHANGE OF SHAREHOLDERS AND APPLICATION FOR AMENDMENT OF CERTIFICATE OF INCENTIVES NO. 010607 – SILVERLANDS NDOLELA LIMITED (FORMERLY KNOWN AS NDOLELA AFRICAN PLANTATIONS LIMITED)**

Reference is made to the above captioned matter in which we act for and on behalf of Silverlands Ndolela Limited (“**SNL**”) (our “**Client**”).

Further reference is made to the meeting we had at the TIC office on 2 March 2023 and your letter with Ref. No. TICC/PP./010554/20 dated 23 March 2023.

Kindly be informed that our Client is the holder of Certificate of Incentives No. 010607 which was issued on 25 February 2016. A copy of the Certificate of incentives is attached (refer to **Annex A**).

We have been instructed by our Client to notify you of the changes:

#### **Notification of change of name**

In accordance with Section 17(10)(b) of the Tanzania Investment Act Cap [insert cap number], please be informed that on 15 June 2016, our Client’s name changed from Ndolela African Plantations Limited to Silverlands Ndolela Limited. A copy of a Certificate of Change of Name issued by the Business Registration and Licencing Agency (“**BRELA**”) on 15 June 2016 is attached (refer to **Annex B**).

#### **Notification of change in shareholders**

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IMMMA Advocates is a Law Firm registered in Tanzania (Business Name No. 167392). IMMMA Advocates provides services from its place of business at IMMMA House, Plot No. 357, 102 United Nations Road, Upanga, 11103, PO Box 72484, Dar es Salaam, Tanzania.

IMMMA Advocates is a member of DLA Piper Africa, a Swiss Verein whose members are comprised of independent law firms in Africa working with DLA Piper.

Further information on IMMMA Advocates, DLA Piper Africa and DLA Piper can be found at [www.dlapiper africa.co.tz](http://www.dlapiper africa.co.tz) and [www.dlapiper africa.com](http://www.dlapiper africa.com).

In accordance with Regulation 47 of the Tanzania Investment Regulations, 2002 and condition 14(v) of the Company's Certificate of Incentives, please be informed that there was a restructuring of SNL on 27 July 2015 whereby Silverlands Luxembourg (T) Sarl was allotted 10 shares, on 17 September 2015, Silverlands Luxembourg (T) Sarl was allotted 14 shares and Silverstreet Private Equity Strategies Soparfi Sarl was allotted 1 share, on 6 November 2015 Silverlands Luxembourg (T) Sarl was allotted additional 20 shares and on 30 November 2022, Silverlands Luxembourg (T) Sarl was allotted additional 38,258,266 shares.

Following the restructuring, the current shareholding in SNL is as follows:

- a. Silverlands Luxembourg (T) Sarl - 38,258,310 ordinary shares; and
- b. Silverstreet Private Equity Strategies Soparfi Sarl - 1 ordinary shares.

A copy of the search report issued by BRELA dated 23 January 2023 is attached confirming the current shareholding structure(refer to **Annex C**).

**Application for amendment of the Certificate of Incentives to include new property**

Please be informed that in September 2015, SNL acquired a property with Title No. 9202-MBYLR from Baoba Limited. The property details are Title No. 9202-MBYLR. A copy of the relevant title deed is attached (refer to **Annex D**).

We, therefore, request for the amendment of the Certificate of Incentives No. 010607 to include the above property.

**Application for amendment of the Certificate of Incentives to reflect the amended implementation/Project/ Business Plan of Silverlands Ndolela Limited**

Please also note that our Client has amended the implementation/project/business plan for the project registered under Certificate of Incentives No. 010607.

A copy of the updated implementation/project/business plan of SNL is attached (refer to **Annex E**).

**Application for amendment of the Certificate of Incentives to amend the name of Silverlands Luxembourg (T2) Sarl**

Our Client has also noticed that the Certificate of Incentives has an error on the name of one of the shareholders. The name which appears is Silverlands Luxembourg (T) Sarl instead of Silverlands Luxembourg (T2) Sarl.

We have therefore been instructed to make a formal application for the amendment of Certificate of Incentives No. 010607 to reflect the correct name of the shareholder as indicated above. A copy of the search report issued by BRELA dated 23 January 2023 is attached confirming the correct name of the shareholder (refer to **Annex C**).

Our Client undertakes to pay the requisite fees for the amendment of the Certificate of Incentives No. 010607.

We remain at your disposal should you require any further information. In case of any queries, please contact the undersigned.

We thank you in advance for your usual cooperation.

Yours Sincerely,



**Angela Mndolwa,**  
**Partner,**

T: +255 22 221 307/0754 371 218

[Angela.Mndolwa@immma.dlapiperafrica.co.tz](mailto:Angela.Mndolwa@immma.dlapiperafrica.co.tz)

**IMMMA Advocates**

**CC:** Silverlands Ndolela Limited,  
IMMMA House,  
Plot No. 357,  
United Nations Road, Upanga,  
P.O. Box 72484,  
**Dar Es Salaam-Tanzania.**

**Encls: Annex A** – A Certificate of Incentives No. 010607

**Annex B** – A copy of a Certificate of change of name issued by BRELA dated 15 June 2016

**Annex C** – A copy of the search report issued by BRELA dated 23 January 2023

**Annex D** – A Copy of Title No. 9202-MBYLR

**Annex E** – A copy of the updated implementation/project/business plan



Date: 04th May 2015

Ref. No. LR/MBY/T/

7889-MBYLR

To Sir/Gentleman/Madam

Messrs NDILELA AFRICAN PLANTATION LIMITED

RE; THE LAND REGISTRATION ORDINANCE (CAP 334 R.E. 2002)

CERTIFICATE OF TITLE NO; 7889-MBYLR AND 17677

PLOT NO. BLOCK LOCATION

- I have the honour to refer to letter to referenced land dated 10-3-2015 and enclosures thereto from the Assistant commissioner for
- Having been registered, enclosed herewith find the counter part of the Certificate of Title Numbered as above for safe custody.

I have the honour to be Sir/Gentleman/Madam

Copy to; Commissioner for Lands

Your Obedient Servant,

Principal Assistant Registrar of Titles.

188400 UNDER SECTION 38

This is to certify that the annexed Certificate of Occupancy dated the **Twenty Third** day of **February** 20...**00** is registered in the Land Registry under Title No. **7889-MBYLR**

Copies of the subsisting entries in the register are within

Dated the **Twenty Eighth** day of **April** 20...**15**

S.T. Kessy  
Principal Assistant Registrar of Title

Title No. **7889-MBYLR** Description of registered land.

**ALL THAT** Piece or parcel of land situated at **SONGES DISTRICT** containing **Five thousand three hundred and fourty (5840) hectares** or there about being known as **farm NO. 29** at **Ndolela Village** as delineated and edged in red on registered survey plan numbered **20983** annexed to the enclosed copy of Certificate of occupancy here to.

**TANGANYIKA***The Land Registration Ordinance (Cap. 334 of the Laws)***CERTIFICATE OF TITLE TO RIGHT OF OCCUPANCY**

ISSUED UNDER SECTION 38

✓ certified copy of

This is to certify that the annexed Certificate of Occupancy dated

the **Twenty Third** day of **February** 20...**00**is registered in the Land Registry under Title No. **7889-MBYLR**

Copies of the subsisting entries in the register are within

Dated the **Twenty Eighth** day of **April** 20...**15****S.T.Kessy****Principal Assistant Registrar of Title**Title No. **7889-MBYLR**

Description of registered land.

**ALL THAT** Piece or parcel of land situated at **SONGES DISTRICT** containing **Five thousand three hundred and fourty (5840) hectares** or there about being known as farm **NO. 29** at **Ndolela Village** as delineated and edged in red on registered survey plan numbered **20983** annexed to the enclosed copy of Certificate of occupancy here to.

ENTRIES IN THE REGISTER  
TITLE NO. 7889-MBYLR

No. .... Registered ..... at ..... m  
To.....

No. .... Registered ..... at ..... m  
To.....

Asst. Registrar of Titles

Asst. Registrar of Titles

**CHANGE OF NAME**

No. 304 Registered 24-07-2021 at 9:00A m  
To SILVERLANDS NDOLELA LIMITED OF P.O. BOX 7019 DARES SALAAM.

No. .... Registered ..... at ..... m  
To.....

*[Signature]*

Asst. Registrar of Titles

Asst. Registrar of Titles

**MORTGAGE**

No. 36 Registered 29-07-2021 at 9:00A m  
To CRDB BANK PLC OF P.O. BOX 268 DARES SALAAM (TO SECURE UNSPECIFIED AMOUNT) RELATED TO CT No 9209-MBYLR

No. .... Registered ..... at ..... m  
To.....

*[Signature]*

Asst. Registrar of Titles

Asst. Registrar of Titles

**VARIATION OF MORTGAGE**

No. 232 RUV Registered 01-12-2022 at 9:30A m  
To CRDB BANK PLC OF P.O. BOX 268, 11101 DARES SALAAM (TO SECURE UNSPECIFIED AMOUNT) RELATED TO CT NO 9209-MBYLR

No. .... Registered ..... at ..... m  
To.....

*[Signature]*

Asst. Registrar of Titles

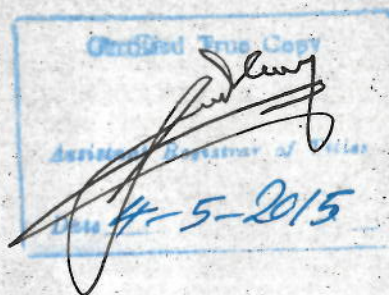
Asst. Registrar of Titles

TANZANIA

Land Form 51

**CERTIFICATE OF OCCUPANCY**

*( Issued under Section 9 of the Land Ordinance )*



**Date of Issue:**

**Title Number:**

**Land Office Number: 176677.**

**Land: Farm No. 29 at Ndelela Village Songea District.**

**Term: Ninety Nine Years.**

TITLE NO: 7889-1084R

REGISTERED 23-2-2000

AT 11.45 a.m.

M. Msiray  
Sen. Asst. Registrar of Titles



**CERTIFICATE OF OCCUPANCY**

The 21<sup>st</sup> day of January

L.O.NO. 176677

SO/W/V/178.

LANGANYIKA STAMP DUTY ACT  
Stamp Duty Shs: 20,000/-  
and Revenue Receipt No. 0638411  
at 24-1-1999 Issued: M. Msiray  
Stamp Duty Officer

Certified True Copy  
Date 4-5-2015

Two One thousand nine hundred and Ninety

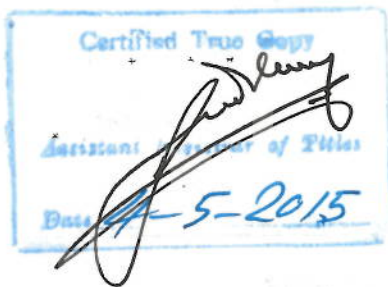
TITLE NO. 7889-1084R

THIS IS TO CERTIFY that MESSRS NDOLELA AFRICAN PLANTATIONS LIMITED a limited liability Company incorporated in Tanzania under chapter 212 of the Company Ordinance and having their Registered Office at Dar es Salaam of P.O. Box 70192 DAR ES SALAAM (hereinafter called "the Occupiers") are entitled to a Right of Occupancy (hereinafter called "the Right") in and over the land described in the schedule hereto (hereinafter called "the Land") for a term of ninety nine years from the first day of July One thousand nine hundred and ninety nine 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 Occuper having paid rent up to the thirtieth day of June, 2000 shall thereafter pay rent of seven million, nine hundred thairteen thousand, eight hundred and eighty (7,913,880/-) 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 2009, 2019, 2029, 2039, 2049, 2059, 2069, 2079 and 2089 or within three years thereafter in each case.
2. The land shall be used only for Agricultural (including labour lines and other buildings designed or adopted for the purpose of overall management of the said piece of Land). Use Group "R" as defined in the Town and Country Planning (use Classes) Regulations 1960 and as amended in 1993.

**SPECIAL CONDITIONS:** Trees must be planted for the prpose of soil Conservation and Water Sources to the satisfaction of the Songea District Council.

3. The Occupier Shall:-
  - (a) demarcate the boundaries of the land to the satisfaction of the Songea District Council (hereinafter called "the Authority") and thereafter so to maintain such demarcation that the boundaries are always easily identifiable;



- 2 -

- (b) do everything necessary to protect the soil and fertility and prevent soil erosion on the land and cultivate the land so as not to cause soil erosion outside its boundaries and do all things which may be required by the Director of Agriculture to achieve such objects;
- (c) 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 expenses as assessed by the Commissioner for Survey and Mapping.

4. The Occupier shall not subdivide the land or assign, sublet or otherwise dispose of it or of any part of it without the previous written consent of the Commissioner for Lands; Any person other than the Occupier working or Occupying the Land otherwise than in the capacity of a servant or contractor of the Occupier shall be deemed to be a sub-tenant for the purposes of this Condition.

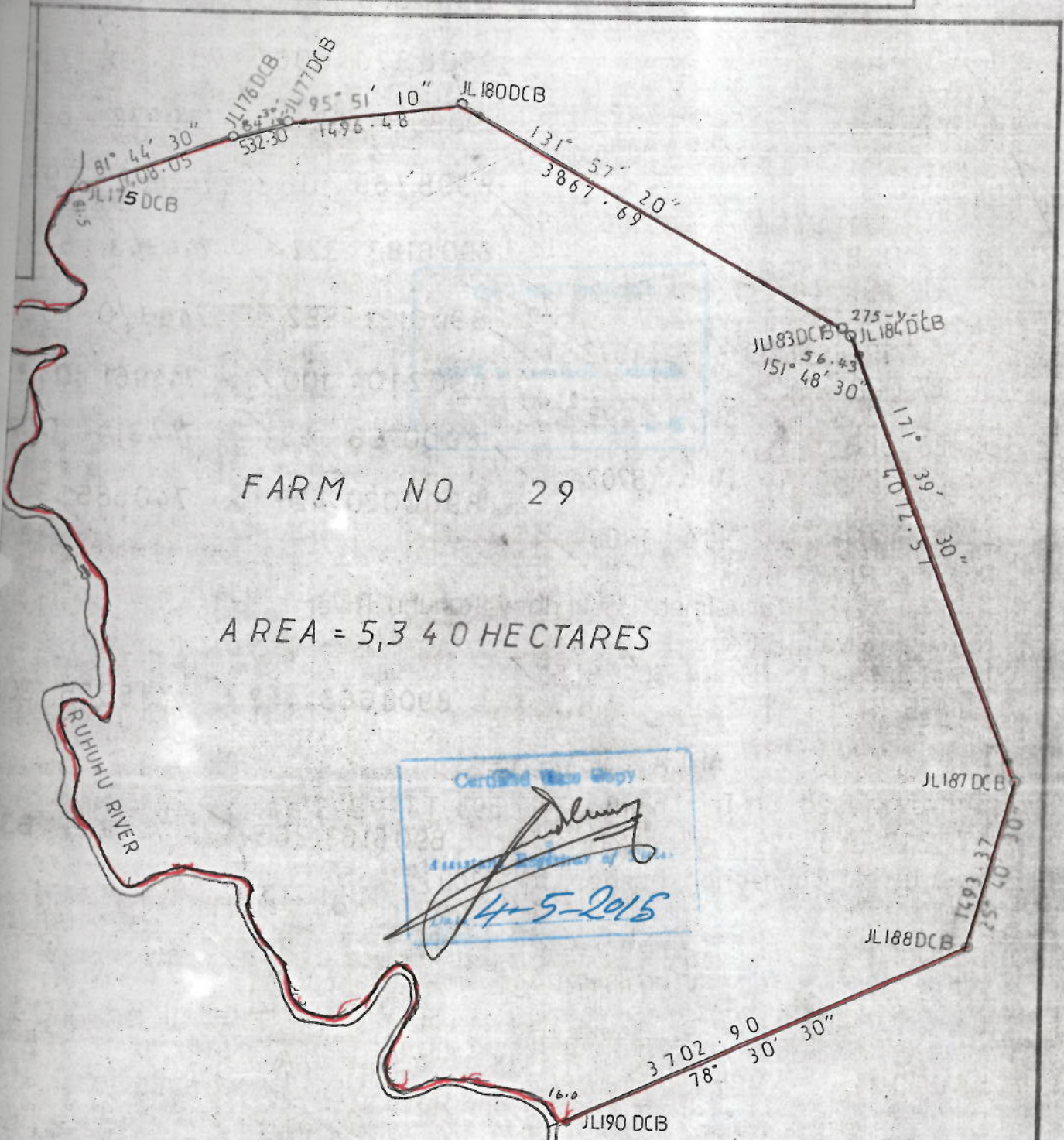
5. The President may revoke the Right for good cause.

#### SCHEDULE

ALL that land known as Farm No. 29 at Ndelela Village Sengea District containing five thousand three hundred and forty (5340) hectares for identification only edged on the plan attached to this Certificate and defined on Registered Survey Plan numbered 20983 deposited at the Office of The Commissioner for Survey at Dar es Salaam.

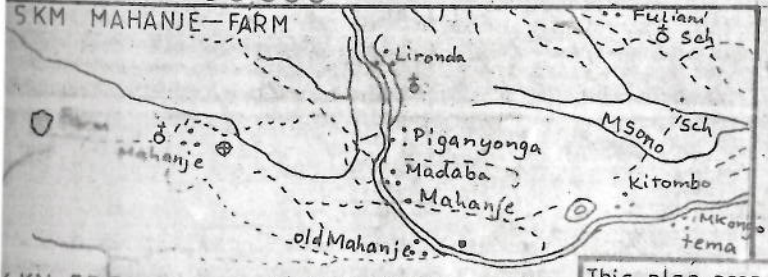
00000-/-3-00000000

SONGEA DISTRICT



SCALE 1:300 000

INSET SHOWING DETAIL OF FARM



LOCATION NDOLELA  
 FARM NO. 29  
 L. O. NO. 176677  
 AREA 5340 HECTARES

The issue of this plan implies no guarantee of admission of title by the Government

This plan, prepared in accordance with Registered Plan No 20983 is approved for the purposes of the Land Registration Ordinance for Director of Surveys and Mapping Date 18/11/99 Ministry of Lands, Housing and Urban Development B'Salaam

JL 175 DCB	81	44	30	1408.05	8908668.442	738055.309
JL 176 DCB	84	30	10	532.30	8908870.696	739448.758
JL 177 DCB	95	51	10	1495.48	8908921.681	739978.606
JL 180 DCB	131	57	20	3867.69	8908769.106	741467.293
JL 183 DCB	151	48	30	56.43	8906183.322	744343.523
JL 184 DCB	171	39	30	4072.57	8906133.582	744370.185
JL 187 DCB	205	40	30	1493.37	8902104.100	744961.043
JL 188 DCB	258	30	30	3702.90	8900758.183	744314.002
JL 190 DCB	258	30	30	16.00	8900020.426	740585.340

Ruhuhu River Bank  
Curvelinear Boundary\_Ruhuhu River

Ruhuhu River Bank  
81 44 30 81.50

JL 175 DCB 8908668.442 738055.309

AREA = 5340 Ha.

Survey based on Trig points TTP 393 TTP 395  
TTP 397 and 275 Y 1 (Ndolela) 8906163.265 744365.833  
Sea level correction applied for 1100 M

*Handwritten signature*  
18/11/99



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

*[Signature]*  
COMMISSIONER FOR LANDS

The within named Messrs NDOLELA AFRICAN PLANTATIONS LIMITED hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

SEALED within the COMMON SEAL )  
the said messrs NDOLELA AFRICAN )  
PLANTATIONS LIMITED DELIVERED in )  
the presence of Us, )  
this 24<sup>th</sup> day of November 1999. )

WITNESS )  
SIGNATURE: *[Signature]* )

POSTAL ADDRESS: P.O. Box 70192 )  
DAR-ES-SALAAM )

QUALIFICATION: DIRECTOR )

SIGNATURE: *[Signature]* )

POSTAL ADDRESS: P.O. Box 70192 )  
DAR ES SALAAM )

QUALIFICATION: DIRECTOR )

Certified True Copy  
*[Signature]*  
Assistant Registrar of Titles  
Date: 4-5-2015

TANGANYIKA STAMP DUTY ACT  
Stamp Duty Shs: 1000/- Paid  
and Revenue Receipt No. 1830338  
of 4-5-2015  
*[Signature]*  
Stamp Duty Officer

TANGANYIKA STAMP DUTY ACT  
ISSUE OF TITLES 160,000/-  
Stamp Duty Shs: 1000/- Paid  
and Revenue Receipt No. 1830338  
of 4-5-2015  
*[Signature]*  
Stamp Duty Officer

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Office of Registrar of Titles,  
Ministry of Lands,  
P.O. Box 2984,  
NBSA

Ref. No. LR/MBYL/9209-MBYLR/3 04<sup>th</sup> October 2004

REGISTERED:

To: MESS'RS NDOLELA AFRICAN PLANTATION LIMITED  
P.O. BOX 70192 DAR-ES-SALAAM

Title No. 9209-MBYLR Land Office No. 176700

Plot No. 1 Block No. MAHANJE VILLAGE

Commissioner Letter Ref. Your No. LD/235317 of October, 2001

I have the honour to enclose herewith duplicate of the Certificate of Title Numbered as above which have been Registered.

2. Please acknowledge receipt of the enclosure hereto.



SENIOR ASSISTANT REGISTRAR OF TITLES.

ENCLS: CI. NO 9209-MBYLR

*m*

Date of Issue:

Title Number: 9209 - MBYLR

Land Office Number: 176700

Land: PLOT NA.1 MAHANJE VILLAGE SONGEA DISTRICT

Term: NINETY NINE YEARS

TITLE NO: 9209-MBYLR  
 REGISTERED 4-10-2004  
 AT 9.00 am

*[Signature]*  
 Asst. Registrar of Titles



TANGANYIKA STAMP DUTY ACT  
 Stamp Duty Land Form No.22 100/= Paid  
 and Revenue Receipt No. 15600404  
 of 20-7-2004 Issued *[Signature]*  
 Stamp Duty Officer

TANGANYIKA STAMP DUTY ACT  
 Stamp Duty Shs: 2,260/= Paid  
 on original Receipt No. 15600404  
 of 20-7-2004 *[Signature]*  
 Stamp Duty Officer

THE UNITED REPUBLIC OF TANZANIA

THE LAND ACT, 1999

(NO.4 OF 1999)

**CERTIFICATE OF OCCUPANCY**

(Under Section 29)

Title No. 9209-MBYLR

L.O.No. 1767.00

NO.SO/W/V/26027

The 1<sup>st</sup> day of October, Two thousand and Four  
 THIS IS TO CERTIFY that MESS'RS NDOLELA AFRICAN PLANTATION LIMITED  
 (A Limited Liability Company Incorporated in Tanzania and having its Registered  
 Office in Dar es salaam) of P.O BOX 70192 DAR ES SALAAM (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") for a term of **ninety  
 nine** years from the first day of **July** Two thousand **Four** according to the true intent and  
 meaning of the Land Act and subject to the provisions thereof and to any regulation made  
 there under and to any enactment in substitution therefore or amendment thereof and to the  
 following special conditions:-

1. The Occupier having paid rent up to the thirtieth day of June 2005 shall thereafter pay  
 rent of shillings **Sixteen Thousand Three Hundred Only (16,300/=)** a year in  
 advance or the first day of July of every year of the term without deduction  
 PROVIDED that the rent may be revised by the Commissioner for Lands.
2. The Occupier shall:-
  - (i) Be responsible for the protection of all beacons of the land throughout the  
 term of the Right. Missing beacon will have to be the re-established at any  
 time at the Occupier's expenses as assessed by the Director responsible  
 for Surveys and Mapping.

# SONGEEA DISTRICT

INSET SHOWING OF PLOT



LOCATION MAHANJE VILLAGE

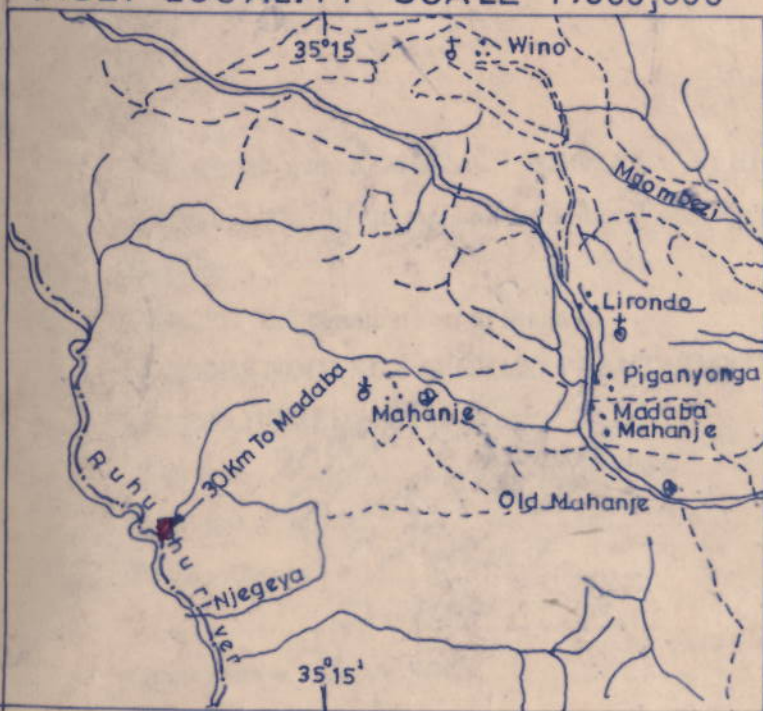
BLOCK \_\_\_\_\_

PLOT NO 1

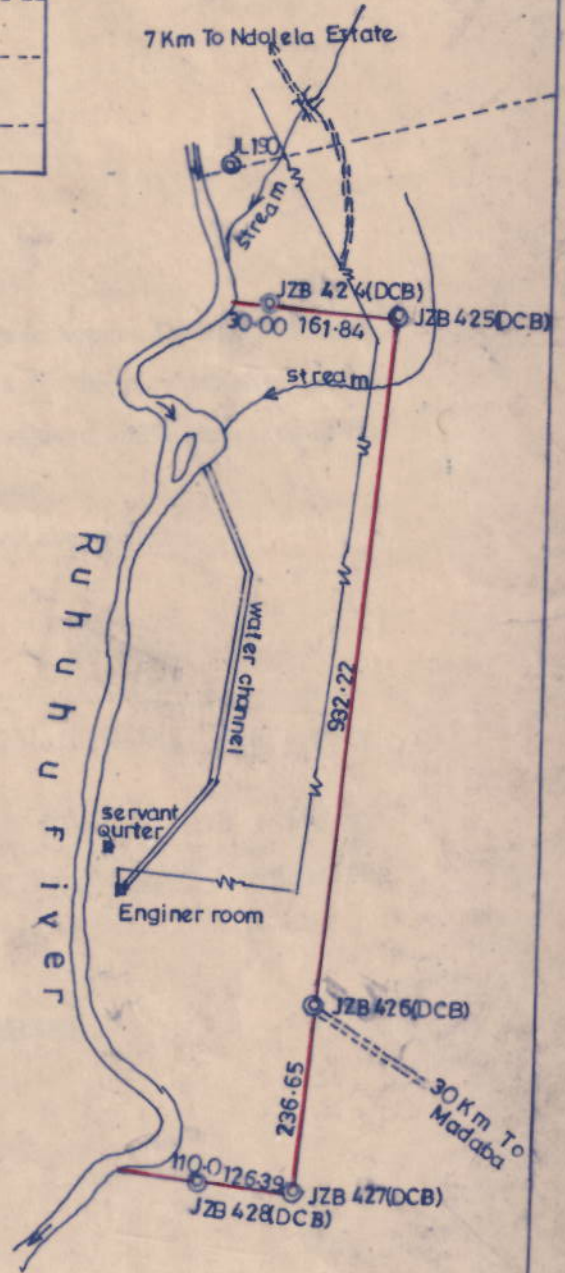
L.O. NO 1767.00

AREA = 32.52 Ha

INSET LOCALITY SCALE 1:300,000



FROM HYDRO ELECTRICT PLANT NDOLELA TO MADABA 30KM



The issue of this plan implies no guarantee or admission of title by the Government

This plan, prepared in accordance with Registered plan No. 38596... is approved for the purposes of the Land Registration ordinance by the Director of Surveys and Mapping. Date 16/8/2004  
Ministry of Lands, and Human Settlements Development DSM

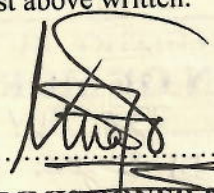
CHIEF OF STATE

SECRETARY OF STATE

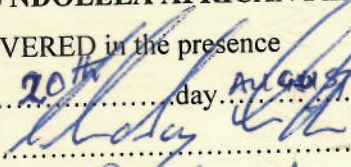

SCHEDULE

All land known as **Plot No. 1** situated at **Mahanje Village in Songea District** containing 32.52 hectares shown for identification only edged red on the plan attached to this certificate and defined on the registered survey Plan Numbered **38596** deposited at the Office of Director for Surveys and Mapping at Dar es salaam.

Given under my hand and official seal the day and year first above written.

  
.....  
**COMMISSIONER FOR LANDS**

The within named **MESS'RS NDOLELA AFRICAN PLANTATION LIMITED** hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

SEALED with common seal of the said )  
**MESS'RS NDOLELA AFRICAN PLANTATION LIMITED**)  
and DELIVERED in the presence )  
of us this... 20<sup>th</sup> day August 2004 )  
Signature...  )  
Postal Address... P.O. Box 1 )  
MUFINDI )  
Qualification... Director )  
..... )  
Signature...  )  
Postal Address... P.O. Box 1 )  
MUFINDI )  
Qualification... GENERAL MANAGER )  
..... )



LAND REGISTRY RUVUMA 4

**CHANGE OF NAME**

Filed Document No: 303

Date of Registration 24-07-2020 Time 9:00 AM

To: SILVERLANDS NDOLELA LIMITED  
OF P.O. BOX 70192 DARES  
SALLAAM.

*J. Jere*  
Senior Asst. Registrar of Titles

LAND REGISTRY RUVUMA

**MORTGAGE**

Filed Document No: 36

Date of Registration 29-07-2020 Time 9:00 AM

To: CRDB BANK PLC OF  
P.O. BOX 268 DARES SALLAAM (TO  
SECURE UNSPECIFIED AMOUNT)

RELATED TO  
CT No 7889-MBYLR

*J. Jere*  
Senior Asst. Registrar of Titles

LAND REGISTRY RUVUMA

**VARIATION OF MORTGAGE**

Filed Document No: 232 RUV

Date of Registration 01-12-2022 Time 9:30 AM

To: CRDB BANK PLC OF P.O. BOX  
268, 11101, DARES SALLAAM (TO SECURE  
UNSPECIFIED AMOUNT) RELATED TO

CT No. 7889-TQBYLR

*J. Jere*  
Senior Asst. Registrar of Titles



- (ii) Do everything necessary to preserve the environment and protect the soil and prevent soil erosion of the land and do all things which may be required by the authorities responsible for environment and to achieve such objective.
3. **USER: The Land shall be used for Public Utility Services Use Group "S" Use Class (b) as defined in the Town and Country Planning Regulations of 1960 and as amended in 1993.**
4. The Occupier shall not assign the right within three years of the date hereof without prior approval of the Commissioner.
5. The Occupier shall deliver to the Commissioner notification of disposition in prescribed form before or at the time the disposition is carried out together with the payment of all premia, taxes and dues prescribed in connection with that disposition.
6. The occupier shall further:-
- (i) Make and maintain on the land throughout the term adequate arrangements for water supply, drainage and disposal of trade and effluent to the satisfaction of the Authority.
  - (ii) Make and keep all the buildings on the land rat proof and carry out such measures as the Medical Officer of health for the Authority may require for this purpose.
  - (iii) Provide and maintain on the land such ablution facilities and take and maintain such hygienic measures as may be required by the said Medical Officer of Health.
7. The President may revoke the right for good cause or in public interest.