

**THE COMPANIES ACT
(CAP. 212)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROSELLE FOODS LIMITED

Drawn By:

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Dar es Salaam

**THE COMPANIES ACT (CAP 212)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

ROSELLE FOODS LIMITED
(A PRIVATE COMPANY)

1. The name of the Company is "**ROSELLE FOODS LIMITED ."**
2. The registered office of the company will be in the **United Republic of Tanzania.**
3. The objects for which the Company is incorporated are:
 - (a) 0150 - Mixed farming , Main activity
 - (b) 1030 - Processing and preserving of fruit and vegetables, Main activity
 - (c) 1079 - Manufacture of other food products n.e.c., Main activity
 - (d) 1104 - Manufacture of soft drinks; production of mineral waters and other bottled waters , Main activity
 - (e) 1061 - Manufacture of grain mill products, Main activity
 - (f) 1062 - Manufacture of starches and starch products, Main activity
 - (g) 5210 - Warehousing and storage, Main activity
 - (h) 5610 - Restaurants and mobile food service activities, Main activity
 - (i) 5629 - Other food service activities, Main activity
 - (j) 5630 - Beverage serving activities, Main activity
 - (k) 9609 - Other personal service activities n.e.c., Mainactivity
 - (l) 7310 - Advertising, Main activity

- (m) 4620 - Wholesale of agricultural raw materials and live animals, Main activity
- (n) 4630 - Wholesale of food, beverages and tobacco, Main activity
- (o) 4690 - Non-specialized wholesale trade, Main activity
- (p) 4721 - Retail sale of food in specialized stores, Main activity
- (q) 4722 - Retail sale of beverages in specialized stores, Main activity
- (r) 4711 - Retail sale in non-specialized stores with food, beverages or tobacco predominating , Main activity
- (s) 4772 - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores , Main activity
- (t) 5621 - Event catering , Main activity
- (u) To carry on the business of dealings with food, foodstuffs, agriculture, farming and horticultural produce and all such things and dealings with products thereof
- (v) To carry on the business of buyers, sellers , distributing agents for and on behalf of all kinds of food products and of patent products and preparations to include packing, refrigeration and import /export of such products.
- (w) To carry on in Tanzania or elsewhere, the business of exporters and importers, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of export and import of goods and services of all kinds and description, and as wholesalers, retailers, traders, bankers, commission agents, shipowners, carriers, hoteliers, or any other capacity.
- (x) To carry on the business or businesses as a holding company for other bodies, whether corporate or incorporate.
- (y) To carry on the business of printing food labels and all types of labels and of printing in general and the business of manufacturing and dealing in packaging materials paper bags box and cartons makers cardboard and paper or other materials of all kinds and articles made from paper or pulp and materials related to packaging of food products.

- (z) To employ and pay experts in the field and other persons partnerships companies or corporations and to organize equip despatch expeditions for the purposes that would conduct research for any of the foregoing clauses or that would enhance the business of the Company.
- (aa) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with or by way or extension of any business or the Company or any or its objects.
- (bb) To construct, erect and maintain either by the Company or other parties, sewers, roads, streets, buildings, houses, flats, shops and all other works erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands
- (cc) To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.
- (dd) To carry on business and to act as general merchants traders commission agent or in any other capacity and to import export buy sell barter exchange manufacture make advances upon or otherwise deal in goods produce articles stores and merchandise of all kinds both wholesale and retail and to transact every kind of agency business.
- (ee) To enter into contracts with any person or company as to interchange of traffic running powers or otherwise.
- (ff) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- (gg) To use exercise develop grant licenses in respect of or otherwise to turn into account any such patent, brevets d'invention licences concessions and the like and information aforesaid including the purchase thereof.
- (hh) To carry on the business in Tanzania or elsewhere and act as advisors and consultants in real estate, debt collections, commissions agents, official brokers, private investigators, auctioneers, court bailiffs and any such enterprise.
- (ii) To carry on the business or businesses as general traders and as proprietors and operators of stationeries, secretarial bureaus, shops, markets, supermarkets, printers & publishers, shopping centres, malls, groceries, hotels, restaurants, banks, bureaux de change and financial institutions, travel agencies, tour operators, entertainment and conference halls, promotions, public relations and any other such enterprise.

- (jj) To buy, sell, ship, distribute, supply, transport, barter, exchange, pledge, make advances upon, manufacture, design, pack, improve, preserve, alter, recondition, manipulate, prepare for market and generally deal in merchandise and food products including crops, vegetables, farming, frozen and natural foods and pulp of every nature and type, by whatever name called.
- (kk) To promote and carry on business of all kinds and description and as general traders and proprietors and operators of shops, markets, supermarkets, shopping centres, malls, groceries, hotels, restaurants, banks, bureaux de change and financial institutions, travel agencies, tour operators, entertainment and conference halls and any such enterprise.
- (ll) To carry on in Tanzania or elsewhere, the business of exporters and importers, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of export and import of goods and services of all kinds and description, and as wholesalers, retailers, traders, bankers, commission agents, shipowners, carriers, hoteliers, or any other capacity.
- (mm) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or hereditaments.
- (nn) To establish and carry on the business of general builders, contractors, engineers, architects, surveyors, painters, decorators, plumbers, electricians, and consequently to construct, execute, and carry out, equip and improve structures of every kind (movable and immovable) roadways, railways, tramways, airfields, docks, harbours, wharves, canals, watercourses, reservoirs, embankments, irrigations, sewages, drainages, water, gas, electric, telecommunications and other supply works.
- (oo) To manufacture, manipulate, improve, recondition, prepare for market, buy, sell let on hire and generally deal in all kinds of articles and things, plant, machinery, spares, accessories, apparatus, tools, utensils, materials, produce and substances of whatever nature and description.
- (pp) To prospect for, mine, treat, process, market polish, cut, buy, sell, stock, carry on business or otherwise deal in all kinds of minerals including gold, gemstones, rubies, sapphires garnets, tourmalines, tanzanites, limestone, granite, coal and to generally deal in metals, base metals, clay minerals and sandstones, industrial minerals and salt and diamonds.

- (qq) To carry on business as developers, proprietors and operators of hotels, restaurants, refreshment and tea rooms, roadhouses, motels, casinos, night-clubs, holiday camps, caravan sites, movable structures, apartment-house keepers, cafes and milk and snack bars, fast foods, take-aways, and mobile caterers, tavern, beer-house, and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches.
- (rr) To carry on business as owners and operators of the petrol and service stations and as garage proprietors for motor vehicles of all kinds, and as owners, operators and franchisers of petrol stations, as providers of vehicle lubrication services, cleaning, servicing and repairing vehicles, of wholesaling and retailing all types of spare parts including but not limited to tyres, batteries, and accessories, puncture repairs, wheel alignments and adjustments, battery charging, owning vehicles for carrying petroleum products and dry cargo goods and to carry on the safe keeping, clearing, repairing, refuelling and the general care of motor vehicles of whatsoever form of propulsion.
- (ss) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights.
- (tt) 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 authorised to carry on, or possess property suitable for the purposes of this company.
- (uu) To invest and deal with moneys of the company not immediately required upon each securities and in such manner as may from time to time be determined.
- (vv) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books or periodicals, and by granting prizes, rewards and donations.
- (ww) To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or

persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xx) To enter into partnership or any arrangements for sharing profits, union or interests, corporation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee or otherwise, deal with the same.
- (yy) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of property or business of this company and to, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- (zz) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (aaa) To receive money or deposit or loan and to borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company as the case may be.





- (bbb) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.
- (ccc) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any directors or employees of the company, or any such predecessor or such other company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and schemes which may be considered calculated to promote such persons or benefits.
- (ddd) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (eee) To purchase or otherwise acquire letters, patents, *brevets d'invention*, concessions, licences, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patents, *brevets d'invention*, concessions, licences, rights and privileges, whether in East Africa or in any other part of the world.
- (fff) To take all necessary and proper steps with the authorities, national, local, municipal or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the company or effecting any modification into the constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or person which may be considered likely to, directly or indirectly, to prejudice the interests of the company or its members.
- (ggg) To take part in the formation, management, supervision or control of the business or operations of the company, and for that purpose to act as directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any such directors, administrators, managers, secretaries, or any experts or agents.

- (hhh) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (iii) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (ijj) To distribute among the members of the company in kind any property of the company, and in particular any shares or securities of other companies belonging to the company.
- (kkk) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above in any part of the world, either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- (III) To do all such other things as are incidental or conclusive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to, or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified or the powers therein conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clauses of this clause.

4. The liability of the members is limited.
5. The authorised capital of the Company is **Tanzanian Shillings Ten Million Only (TShs. 10,000,000/=)** divided into **100 shares of Tanzanian Shillings One Hundred Thousand (TShs. 100,000/=)** each.

We, the several persons whose names, addresses and descriptions 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION	NO. OF SHARES TAKEN	SIGNATURE
1. ROSELLE FOODS W.L.L Al Khalifa Avenue Manama Center Bahrain Tel: +447507688889	99	 
2. ROSELLE FOODS LTD 71-75 Shelton Street Covent Garden London United Kingdom WCH 9JQ Tel: +447507688889	1	 

DATED AT DAR ES SALAAM THIS 24th DAY OF May, 2024

BEFORE ME:

SIGNATURE:

POSTAL ADDRESS:

QUALIFICATION:


P.O. Box 1553 Dar Es Salaam
Advocate



**THE COMPANIES ACT (CAP 212)
COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

ROSELLE FOODS LIMITED

PRELIMINARY

1. In these regulations:

"The Act" means the Companies Act, Chapter 212 of the laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in 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, partnerships, firms, co-operative societies, etc.

The regulations of Table 'A' in the first schedule to the Companies Act (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 for or modification of the provisions of Table 'A' the following shall be the regulations of the company:

A PRIVATE COMPANY

2. The Company is a Private Company and accordingly:

- a) The right to transfer shares is restricted in the 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 formally in the employment of the company were 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.
- 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 shares or warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may, in their discretion, and without assigning any reason therefor, refuse to register the transfer of any share to any person who in their opinion is undesirable to be admitted to membership.
- 4. Subject to Clauses 2 and 3 hereof, the right of members to transfer their shares shall be restricted as follows:
 - a) No shares shall be transferred to a person who is not a member so long as there is a member or any person selected by the Directors as one who is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
 - b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share 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 or 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 the price of such shares being agreed upon 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 the price of such shares and inviting the

persons to whom such notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, and if so, what maximum number of shares. Such shares shall be sold by way of distribution among the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be on *pro-rata* basis according to the number of shares held by them respectively, or if there be only one such shareholder, the whole of such shares, provided that no one shall be obliged to take more than the maximum 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 single shareholder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

5. Articles 39 to 53 of Table 'A' shall apply subject 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 in writing by the hands of the 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

6. a) Until otherwise determined by the company in general meeting the Directors shall not be less than two and not more than seven in number.

b) The following persons shall be the first Directors of the company:

1. AL-AMEEN RIFAAT AHMED ABDEL KARIM
 2. WALEED MAHMOUD ABDELRAHIM AHMED
7. The shareholding qualification for Directors may be fixed by the company in general meeting, but 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 two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be 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 moneys for the purposes of the company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may raise or borrow for the purposes of the company's business any sum or sums of moneys 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, of bonds or debentures, either charged upon the whole or any part of the property and assets for 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 Directors, to act as an alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in other respects to the terms and conditions existing with reference to the Directors of the company, and such Alternate Director when acting shall exercise and discharge all the duties and functions of the Director whom he represents and

in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents, 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


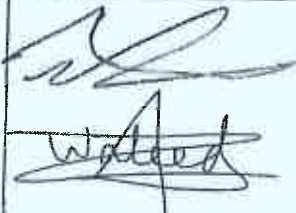
14. With the sanction of the special resolution of the shareholders, any part of the assets of the company including any shares in other companies may be divided between the members of the company in specie or may be vested in a trustee for the benefit of such members and the liquidation of the company 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, Secretary, Agent, Auditor and other officer for the time being of the company shall be entitled to be indemnified by the company against any liability incurred by him in defending any proceedings, whether criminal or civil, in which judgment is given in his favour or in which he is acquitted or which is in connection with application (under section 245 of the Act) in which he is granted relief by the court.

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the company may by Special Resolution make alterations or additions to the Articles of Association and any such 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.

NAMES, ADDRESSES AND DESCRIPTION	NO. OF SHARES TAKEN	SIGNATURE
3. ROSELLE FOODS W.L.L Al Khalifa Avenue Manama Center Bahrain Tel: +447507688889	99	
4. ROSELLE FOODS LTD 71-75 Shelton Street Covent Garden London United Kingdom WCH 9JQ Tel: +447507688889	1	

DATED AT DAR ES SALAAM THIS 24th DAY OF May, 2024

BEFORE ME:

SIGNATURE: 

POSTAL ADDRESS: 1553 Dar-es Salaam

QUALIFICATION: Advocate

