

THE COMPANIES ACT OF 2002
COMPANY LIMITED BY SHARES

MOMORANDUM AND ARTCLE OF ASSOCIATION

OF

FOODMAX TANZANIA LIMITED

Incorporated this.....day of2023

DRAWN BY

(SUBSCRIBER)

ANTONY KIHORIA KWEKA

P.O BOX 31902

DAR -ES- SALAAM, TANZANIA.

THE COMPANIES ACT OF 2002
MEMORANDUM OF ASSOCIATION
OF

FOODMAX TANZANIA LIMITED

1. The name of the company '**FOODMAX TANZANIA LIMITED**

2. The Registered office of the Company will be situated in Tanzania.

3. The objects for which the Company is established are:-
 - A) **49 - Transport service activities**
 - B) **64 - Financial service activities**
 - C) **4100 - Construction of building**
 - D) **wholesale and retail sale of food products**
 - E) **wholesale and retail sale of Spare parts**




AND, it hereby declared that the word COMPANY in this clause, except where in reference to this company, shall be deemed to include any partnership or other body of persons whether corporate or incorporate, and whether domiciled in East Africa or elsewhere. The object specified in each of the paragraph of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any paragraph of the name of the company.

4. The liability of the members are Limited.

5. The capital of the Company is Tanzanian Shillings **50,000,000/= (fifty millions Tanzania shillings)/=** divided into **5000** shares of Tanzanian Shillings **10,000/=** each. The Company

Shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

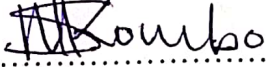
The subscribers/Directors agreed to divide shares as follows:

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
ANTONY KIHORIA KWEKA, P.O.BOX 31902, DAR ES SALAAM, TANZANIA	255	
KELLEN WANGARI MAINA P.O.BOX 01000 KIAMBU COUNTRY, THIKA TOWN, KENYA	145	
NJOROGE MURATHE ANTONY P.O.BOX 160_0,000 THIKA KENYA	100	

Dated on this day of2023

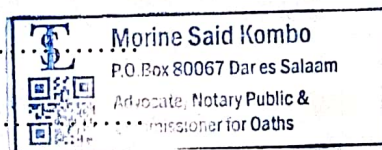
Witness to the above signatures

Name MORINE SAID KOMBO

Signature 

Postal Address 80067

Qualification ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FOODMAX TANZANIA LIMITED
PRELIMINARY

1. Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

Table A of the Companies Act shall apply accordingly save where it is otherwise provided in these Articles of Association

SHARE CERTIFICATES

2. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgments of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him(and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates after the first such reasonable sum as the

directors may determine. Every certificate shall be sealed with the seal which it relates and the amount or respective amounts paid thereon. In respect of a more than one certificate and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

3. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

4. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any on a share extend to any amounts payable in respect of it.
5. The company may sell, in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
6. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in

Any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

7. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to alike lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

DIRECTORS

8. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such of the determination the signatories of the memorandum of association shall be the first directors. Unless otherwise determined by ordinary resolution, the of directors shall not be subject to any maximum but shall be not less than two.

9. The following members shall be the first directors of the company

- i) **ANTHON KIHORIA KWEKA**
- ii) **KELLEN WANGARI MAINA**
- iii) **NJOROGE MURATHE ANTONY**

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. The office director shall be vacated if the director.

(a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

- (b) becomes bankrupt or makes any arrangement
- (c) becomes of unsound mind; or
- (d) resigns his office by h notice in writing to the company; or
- (e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.




SECRETARY

11. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
12. A provision of the Act or these Regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

INDEMNITY

13. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

The subscribers/Directors agreed to divide shares as follows:

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Dated on this day of 2023

Witness to the above signatures

Name MORINE SAID KOMBO

Signature 

Postal Address 80067

Qualification ADVOCATE

