

**THE COMPANIES ACT NO. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

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**AMENDED MEMORANDUM OF ASSOCIATION**

**OF**

**CEMEX VENTURES LIMITED**

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**(A PRIVATE COMPANY)**

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**INCORPORATED AS OF THIS ----- DAY OF ----- 2022**

**(Reprinted to include amendments to the Memorandum and Articles of Association adopted by Special Resolution of the Company passed on 04 October, 2023)**

**DRAWN BY:**

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**THE COMPANIES ACT NO. 12 OF 2002**

**COMPANY LIMITED BY SHARES**

**AMENDED MEMORANDUM OF ASSOCIATION**

**(Reprinted to include amendments to the Memorandum and Articles of Association adopted by Special Resolution of the Company passed on \_\_ October, 2023)**

**OF**

**CEMEX VENTURES LIMITED**

1. The name of the Company is CEMEX VENTURES LIMITED.
2. The registered office of the Company will be situated in the Republic of Tanzania.
3. The objective for which the company is established are: -
  - i) To carry on the business of processing and extraction of edible oils from all kinds of agricultural crops including but not limited to sunflower, oilseeds, coconut, corn and other oil content based plants through biological, physical, mechanical and biochemical manipulation of agriculture produce with a view to making them to be more useful and be able to store them for future uses and to enter into contracts and arrangements of all kinds relating to growing, producing, buying, selling, distributing, importing, exporting, supplying of the said crops and other crops and agricultural products of all kinds.
  - ii) To import, export, distribute and sell all types of edible crude oils.
  - iii) To export, sell, distribute oil seed-cakes and other by products of edible oil extraction process.
  - iv) To manufacture, export, distribute and sell animal and livestock feeds.

- v) To acquire and undertake the whole or any part of the business property and liabilities of any persons, firms or company carrying on any business in which company is authorized to carry on or possesses property suitable for the purposes of this company.
- vi) To build, construct, maintain, alter, enlarge, down, remove and replace any shops, buildings, offices, foundries and generally to carry on business as building contractors, civil engineers, general engineers, surveyors, architects and any others works connected therewith and which may be conveniently carried on or which may be necessary in connection with all of the objects of the company.
- vii) To purchase, lease or otherwise acquire and to hold, sell, improve, develop exchange, mortgage or otherwise dispose of any lands, buildings or any other assets.
- viii) To carry on the business of advertising contractors and agents, representatives, consultants, advisers, supply accessories for advertising material, to acquire and disposal of advertising time, space or opportunities in any media, to undertake advertising and promotional campaign of any nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- ix) To carry on business of manufacturing and dealers in paper cardboard, postcards, pictures cards, playing cards, transfers, pens, pencils, ink and stationery generally.
- x) To carry on the business of manufactures of and dealers in paper cardboard, postcards, pictures, cards, playing cards, transfers, pens, pencils, ink and stationery generally.

- xi) To purchase or otherwise acquire, erect, maintain, reconstruct, and adapt any offices, workshops, mills plant, machinery and other things found necessary or convenient for the purpose of the company.
- xii) To amalgamate or enter into partnership whether perpetual or terminable for sharing profits, unions of interest, joint ventures, reciprocal concession or cooperation with any person, firm, association or group of persons carrying on or engaged in or about to carry on or engage in or in the transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly benefit the company or to prevent or minimize apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and purchase subscription for or otherwise acquire and hold share (fully or partly paid up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.
- xiii) To purchase or otherwise acquire all or any part of the business properties and liabilities of any company, society, partnership or persons, formed for all or any part of the purpose within the objective of the company and to conduct and carry on, or liquidate and wind up any such business.
- xiv) To manufacture, sell and generally deal in any plant, machinery tools, goods or things of any description which in the opinion of the company may be conveniently dealt with, by the company in connection with any of its objects.
- xv) To improve, manage, develop, exchange mortgage, let or rent or in consideration of share of profits, either in money or kind otherwise grant license, easements and over and in any manner dispose off the property and right of the company.
- xvi) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.

- xvii) To carry on the business of transport in rail, roadways, air and sea, importers and exporters, purchasers and distributors of General kind of goods.
- xviii) To borrow, raise money or secure obligations (whether of the company or any other person) by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded or based up on or any of the property and rights of the company including its uncalled capital, or without any such security and up on such terms as to priority or otherwise as the company shall think fit.
- xix) To receive money deposits, with or without allowance of interest thereof.
- xx) To advance and lend money up on such securities as may be thought proper or without taking any security thereof.
- xxi) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking the object of which shall either in whole or part, be similar to those of this company or such as may be likely to promote or advance, the interests of this company.
- xxii) To provide the welfare of persons in the employment of the company or formerly in the employment of the company of its predecessors in the business and their wives, widows and families of such persons by grant of money, pensions or other payments and to form, subscribe to or otherwise and benevolent religious, scientific national or other institution or aid by the company by reason of the nature or locality of this operations and otherwise.
- xxiii) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company could be advantageously or conveniently carried by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on or is calculated directly or indirectly to develop any branch of the

company's business or increase the value of or turn to account of the company assets, property or rights.

xxiv) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them and IT IS HEREBY DECLARED that in the interpretation of this clause the powers conferred up on the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by and part of this clause in any part of the word and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the Company.

xxv) Generally, to carry on any other business or activity which may seem capable of being conveniently carried on connection with any activity of the company or calculated to enhance the value of any of the company's property or right.

AND it is hereby declared that the intention hereof is that the objects hereinabove specified in this clause 3 shall be independent main objects of the company and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the other clauses hereof.

4. The liability of the members is limited.

5. The nominal share capital of the Company is Tanzania Shillings Ten Billions (10,000,000,000/=) divided into Ten Millions (10,000,000) Ordinary Shares of Tanzania Shillings One Thousand (1,000/=) each with the rights and privileges and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with powers to increase or to reduce its capital and to divide the share capital of the Company from time to time into several classes and attach thereto such preferential, differed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

WE, the several persons, whose names and addresses are subscribed below, 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.

TABLE OF SUBSCRIBERS

	NAMES, POSTAL ADDRESSES & OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1	Yogesh Maganlal Manek P.O.Box 2552, Dar Es Salaam Businessman	One (1) ordinary share	Signed
2	Mac Group Limited P.O.Box 2552, Dar Es Salaam Cooperate Body	Ninety-Nine (99) Ordinary Shares	Signed  _____ Geetha Sivakumar Director

DATED as of this 02<sup>nd</sup> day of December 2022.

WITNESS to the above signatures:

Name: Damian Victus

Signature: Signed

Address: P. O. Box 6992 Dar es Salaam

Occupation: Commissioner for Oaths or Notary Public