

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SINERGIA GLOBAL LIMITED

Incorporated this ¹¹.....day of.....^{October}.....2024

Drawn by:

Emmanuel J. Mngwabi (Promoter)

Brexix Attorneys,

teamngwabi@gmail.com

+2557 66 985 629

**THE COMPANIES ACT, 2002
(No. 12 OF 2002)**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

**OF
SINERGIA GLOBAL LIMITED**

1. The Name of the Company is **SINERGIA GLOBAL LIMITED**
2. The Registered office of the Company shall be situated on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established are:
 - 3.1. To carry on the business of Producing, Farming, Harvesting, Procuring, Distributing, Marketing, Selling, handling, branding, export of all types of Agricultural products and allied businesses of the members and buying within India or importing goods or services for benefit of the members.
 - 3.2. To set up priorities for sustainable agricultural development with a Farming Systems Approach;
 - 3.3. To Manufacture, Sell and supply Agricultural Machineries & Equipment's, render consultation services to members and nonmembers.
 - 3.4. To carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in relation to transport of persons and goods, of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such

- service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses.
- 3.5. To carry on business of carriers of passengers as well as goods by running buses, omnibuses, taxi-cabs, motor cars, motor lorries, motor trunks, trunks, motor vans, jeeps and vehicles of all types used for this purpose, at such place or places on such line or lines as may from time to time be thought fit.
 - 3.6. To coordinate with any form of agency including local bodies, municipalities, State as well as Central Government, public undertaking, for providing transport facilities for carrying passengers as well as goods within the United Republic of Tanzania as well as outside.
 - 3.7. To explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, gas, fuels and fuel substances, oil, petroleum and other natural resources of all kinds, to drill for, extract, gain, pump, analyse, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any products or substances produced or derived therefrom.
 - 3.8. To mine, quarry, search for, get, win, work, dress, shape, mould, hew, polish, crush, refine, smelt, screen, prepare for market, buy, sell, deal in or use all minerals, ores, stones, gas, fuels, fuel substances, oil, petroleum and all other natural resources and all derivatives therefrom of all kinds and to sell and distribute the same as retailers, wholesalers, agents, exporters, importers, joint venturers, transporters and carriers and to employ and pay mining exploration and development experts, agents and other persons, partnerships, companies or corporations and to organise equipment, despatch expeditions for prospecting, exploring, reporting, surveying, working and developing all such products, lands, farms, districts, territories and properties whether the same are the property of the Company or over which the Company has rights or otherwise.
 - 3.9. To act as miners, quarry masters, smelters, producers, purchasers, sellers and marketers of all substances, products and derivatives of all kinds, refiners, distillers, transporters, owners and operators of mines, exploratory interests, gas and oil production units and supply bases and generally to carry on any businesses which may conveniently be carried on in connection therewith.
 - 3.10. To establish, design, develop, maintain, organize, conduct, provide, procure or make available consulting services, trainings, coaching programs and products in and outside of India covering all branches of services including management, commercial, business,

statistical, financial, accountancy, information technology, medical, legal, educational, engineering, data processing, communication and other technological social or other services and products towards designing, building and managing business process, technology and people to enable good business outcomes.

- 3.11. To engage in business concerning manufacturing, purchasing, selling, retailing, wholesaling, trading, hiring, working for hire, or handling by any means of pulp, paper, timber, wood chips, recovered paper, waste paper, material or raw material applicable or related to manufacturing paper pulp or all kinds of paper, whether in the state of raw material, semi-finished, finished, or recycled products.
- 3.12. To carry on the business of Producing, Farming, Harvesting, Procuring, Distributing, Marketing, Selling, handling, branding, export of all types of Agricultural products and allied businesses of the members and buying within India or importing goods or services for benefit of the members.
- 3.13. To set up priorities for sustainable agricultural development with a Farming Systems Approach;
- 3.14. To Manufacture, Sell and supply Agricultural Machineries & Equipment's, render consultation services to members and non-members.
- 3.15. To undertake Research and Development Work in Agriculture and allied sectors.
- 3.16. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and preparation of any nature or description.
- 3.17. To sell, purchase, import, export, take or let on hire or lease, repair, alter, improve, deal in machinery, equipment, implements, tools, accessories, used for developing, growing, raising processing packaging of all kinds of seeds and for attainment of main objects.

- 3.18. To carry on the business of the public carriers, transporters and carriers of goods, passengers, merchandise, commodities and luggage of all kinds and descriptions in any part of India and/or abroad, on land, water, rail or road and air or by any means of conveyance whatsoever, in its own name or as an agent.
- 3.19. To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aero planes or other means of transport.
- 3.20. To carry on business of general supply of goods of all kind, machineries, equipment's, general suppliers of electrical tools of all kind, general suppliers of building and construction materials and supply of each and every tool the company deems fit to carry on.
- 3.21. To carry on the business of importers, general suppliers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and petroleum and the manufacturer of lubricating oils and all accessories required for the equipment and operations of the said vehicles, aircrafts and ships.
- 3.22. To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers, suppliers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distil, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.
- 3.23. To amalgamate or enter into partnership of any agreement whether perpetual or terminable, for sharing profits, union of interest, joint-venture, reciprocal concessions or cooperation with any person, firm, society, association or group of persons.
- 3.24. Acceptance of various types of deposits including savings, time target and demand from individuals, groups and associations: except public sector deposits [government]
- 3.25. promotion and monitoring of loan usage among the customers by providing ancillary capacity building in areas such as record keeping

and small business management; issuance of redeemable debentures to interested parties to raise funds from members of the public.

- 3.26. To acquire by purchase or erect, build, construct, alter, maintain, enlarge and to work, manage any buildings, offices, factories, shops, warehouses, depots, showrooms, refreshment rooms and other works and conveniences and to construct or contribute to the conveniences and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the Company and to join with any 4 other person or Company which may seem necessary and convenient for the purpose of the business of the Company.
- 3.27. To establish, as a holding company, subsidiary company, which will either do one or more of the objectives stipulated herein before or with a different objectives from the objectives of this company, in the United Republic of Tanzania, Africa or elsewhere as it deem fit and advisable to do so.
- 3.28. To buy, sell, or otherwise dispose off, and to deal in any real or personal property and any stock, funds, shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- 3.29. To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to carry and transport from time to time as may be considered expedient any of the company's investments for the time being.
- 3.30. Carry on activities of mining of whatsoever kind of colored germs, gold and so on.
- 3.31. To engage in and or otherwise to carry on the business of professional contractors, reputable builders, civil engineers, mechanical, electrical engineering,
- 3.32. To provide engineering consultation professional services to various engineers, institutions, individuals etc.
- 3.33. To carry on the business of real estate agents, property managers and realty administrators of the buildings, service of letting or

valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops, and buildings.

- 3.34. To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any works and or business which this Company is authorized to do
- 3.35. To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.
- 3.36. To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them.
- 3.37. 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 on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects and that 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 powers of the Company.

4. The Liability of the Members is Limited.
5. The authorized share capital of the Company at the date of registration of this Memorandum of Association is Tanzanian Shillings One Million (TZS. 1,000,000/=) divided into one thousand (1000) shares, of Tanzania Shillings one Thousand (1,000/=) each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference

**THE COMPANIES ACT, 2002
(No. 12 OF 2002)**

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
SINERGIA GLOBAL LIMITED**

PRELIMINARY

1. In these Regulations.

“The Act” means the Companies Act 2002 of the laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision as modified by any law for 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 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, partnership, firms, co-operative societies, etc.

The Regulation of Table “A” in 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 in addition to substitution former modification of the provisions of 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.

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.
 - (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 share warrants to bearer

SHARES

3. The authorized share capital of the Company at the date of registration of this Memorandum of Association is Tanzanian Shillings One Million (TZS. 1,000,000/=) divided into one thousand (1000) shares, of Tanzania Shillings one Thousand (1,000/=) each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.
4. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously

conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

TRANSFER OF SHARES

5. The Directors may in their discretion and without assigning any reasons 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.

6. Subject to clauses hereof the right of 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 the 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 days' notice the Board shall apportion such shares amongst the shareholder (if more than one) who shall have expressed their desire to purchase the same and as far as may be prorata 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 single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

- (a) A General Meeting, Ordinary convened on a shorter notice than seven (7) 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 evidence by writing under 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 the General Meeting of the Company.

DIRECTORS

7. The first Director of the Company shall be:
 - i. MUGABE JEAN PAUL GAKWAYA**
 - ii. GILBERT GAKWAYA**
 - iii. ISHIMWE REBECCA GAKWAYA**
 - iv. MATUNGWA RUBA DENIS**
8. A resolution in writing signed by all Directors then in Tanzania shall be as a valid and effectual as if it had been passed as a meeting of Directors duly called and constituted
9. The Directors and or the Company 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.

BORROWING POWERS

10. The Directors and or the Company may raise or borrow for the purpose of the Company's business such sums of money as they thinks fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgages 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

11. 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 of the company and such alternate directors when acting shall exercise and discharge all 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

12. The Secretary shall be appointed by the Board upon such terms and 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

13. With the sanction of a 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 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

14. Every director, managing director, agent, auditor, secretary and other officer for the time being in the employment of the company shall be indemnified out of the assets of the Company against any liability incurred 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 in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

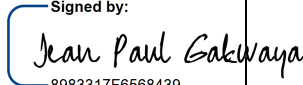
15. Subject to the provisions of the Act and to those contained in the Memorandum of Association of the Company the company may by Special Resolution make alterations or addition and alterations and additions so made shall be valid and effectual as if originally contained in those Articles and be subject in like manner to alterations by Special Resolution.




DISPUTE RESOLUTION

16. If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act, matter or thing made or done or omitted to be done

or with regard to the rights or liabilities arising thereunder or arising out of the relation existing between the parties by reason of these Articles or the Act such differences shall forthwith be referred to the Court of competent jurisdiction within the United Republic of Tanzania.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of these Articles 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 OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
MUGABE JEAN PAUL GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSMAN	300	Signed by:  8983317F6568439...

GILBERT GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSMAN	550	Signed by:  7806001EE9744B6...
ISHIMWE REBECCA GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSWOMEN	100	Signed by:  78470E4530F347B...
MATUNGWA RUBA DENIS P.O BOX 82 DAR ES SALAAM BUSINESSMAN	50	

Dated this 11th day of October, 2024.

Witness to the above signatures:

BEFORE ME:

Name: EMMANUEL JOSEPH MNGWABI

Signature: _____

Address: P.O BOX 82 MOROGORO

Qualification: COMMISSIONER FOR OATHS

or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the 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 ascribed thereto.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
MUGABE JEAN PAUL GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSMAN	300	Signed by: <i>Jean Paul Gakwaya</i> 8983317F8588439...
GILBERT GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSMAN	550	Signed by: <i>Gilbert Gakwaya</i> 7806001EE9744B6...
ISHIMWE REBECCA GAKWAYA HUYE-NGOMA, RWANDA, KIGALI BUSINESSWOMEN	100	Signed by: <i>Rebecca Gakwaya</i> 78470E4530F347B...
MATUNGWA RUBA DENIS P.O BOX 82 DAR ES SALAAM BUSINESSMAN	50	<i>[Signature]</i>

Dated this 11th day of October, 2024.

Witness to the above signatures:

BEFORE ME:

Name: EMMANUEL JOSEPH MNGWABI

Signature: _____

Address: P.O BOX 82 MOROGORO

Qualification: COMMISSIONER FOR OATHS