

THE COMPANIES ACT, (ACT NO. 12 OF 2002).

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
FOR THE PRIVATE COMPANY LIMITED BY SHARES.**

ZAWADIBU VINTAGES COMPANY LIMITED

This Company is therefore, incorporated on this ____ day of
_____, 2023.

**Prepared By:
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**MEMORANDUM OF ASSOCIATION OF GAZENAINC CONSULTANCY
LIMITED.**

1. The name of the Company is ZAWADIBU VINTAGES COMPANY LIMITED
2. The registered office of the company will be set in Tanzania Mainland.
3. The Objectives for which the company is formed shall be as follows;
 - a. To carry on business as in manufacture of beverages
 - b. To carry on business as in manufacture of wine
 - c. To carry on business as in other manufacturing n.e.c.
 - d. To carry on business as in distilling, rectifying and blending of spirits
 - e. To carry on business as in manufacture of soft drinks; production of mineral waters and other bottled waters
 - f. To carry on business in warehousing & storage
 - g. To carry on business in warehousing & support activities for transportation
 - h. To carry on business as in other personal service activities n.e.c.
 - i. To carry on business as in manufacturing of malt liquor and malt
 - aa. To purchase or otherwise acquire any patents, brevets invention, licenses concessions and the like, conferring any exclusive or non-exclusive or limited rights to use any invention which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, and develop, or grant licenses in respect of, or otherwise turn to account, the property and rights so acquired.
 - bb. To invest and deal with the money of the Company not immediately required in any manner.

- cc. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit and to grant pensions and allowances to directors or ex-directors and any persons who are or have been at any time employed by or in the service of the Company or of any subsidiary, allied or associated company or of the predecessors in business of any such company or the dependants or connections of such persons, and to make payments towards insurance for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibitions or for any public, general or useful object.

- dd. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension provident or superannuation funds for the benefit of and to give or procure the giving or donations, gratuities, who are, or were at any time, in the employment or service of the company or of any company which is its holding company or subsidiary or which is allied to or associated with the company or with any such holding company or who or were at any time Directors or Officers of the Company or of any such other company as afore said or any persons in whose welfare the company or such other company as aforesaid or has been at any time interested and to the wives, widows, families and dependants of any such persons; to establish and subsidize or subscribe to any institutions associations, clubs, or funds calculated to be for the benefit of or to advance .

- ee. To do all such other things as may be conducive or incidental to the attainment of the above objects.

- ff. To do all or any of the above things in any part of the world, and as principals, managing agents, agent's contractors, trustees or otherwise, and by or through trustees, agents, managing agents, or otherwise, and whether alone or in conjunction with others.





The objects set forth in any sub-clause of this Clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company.

None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The Liability of the members is Limited.

5. The share capital of the company is Tanzania shillings 1,642,713,000/= (One Billion Six Hundred Forty-Two and Seven Hundred and Thirteen Million) divided into 14,654 Ordinary shares of Tanzania shillings 112,1000/= (One Hundred Twelve Thousand and One Hundred Only), each.

We the several persons whose names and addresses are subscribed, and desire of being formed into a company in pursuance of this Memorandum and Articles of Association and the purpose of the company hereof, do agree to take the number of shares in the capital of the company set opposite our respective names:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>SIGNATURE</u>
ELLEN ROSE MILLOTT 14524 FORT JENNINGS, OHIO	9486	
LOUISA ROSE GODMER 15019 237 TH PLACE SOUTHEAST WASHINGTON	682	
NOVATUS JOHN KAREBO P.O.BOX 141 DODOMA	293	
AMELIA DOLURES MC ELWIN 17195 ROAD L OTTAWA, OHIO	4193	

Dated on this 16th day of November, 2023.

In Witness thereof: -

Name: SUZAN REUBEN.

Signature: *Suzan Reuben*



Postal Address: P. O. BOX 53090, DAR ES SALAAM.

Qualification: ADVOCATE & NOTARY PUBLIC.

ARTICLES OF ASSOCIATION OF ZAWADIBU VINTAGES COMPANY LIMITED.

1. PRELIMINARY NOTE

The regulations in Part I and Part II of Table A and Table B in the First Schedule to the Companies Act, 2002 shall apply to the Company except regulation 22 of Table A of the First Schedule.

2. INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

3. WORDS AND MEANINGS

“Articles”	these Articles of Association as originally framed or as altered from time to time by special resolution.
“Articles”	means these Articles of Association of ZAWADIBU VINTAGES COMPANY LIMITED
“Board”	means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.
“Company”	shall mean ZAWADIBU VINTAGES COMPANY LIMITED
“Month”	shall mean a calendar month.
“Clear days”	In relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
“A Shareholder”	shall mean any holder from time to time of the shares of the Company.
“Seal”	means official seal of the Company;
“Secretary”	shall mean any person appointed to perform the duties of Secretary of the Company.
“The Directors”	The directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present.
“The Office”	Shall mean the registered office for the time being of the Company.

“The Act” The Companies Act, 2002 and every statutory modification and re-enactment thereof for the time being in force.

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

4. SHARE CAPITAL AND VARIATION OF RIGHTS.

- 4.1. The Company is a private company and accordingly, therefore no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares or debentures of the company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares or debentures being offered of sale of the public.
- 4.2. The company may pay any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirements of section 56 of the Act shall be observed.
- 4.3. If two or more persons are registered as joint holders of any shares anyone of such persons may give effectual receipts for any dividends or other moneys payable in respect of such shares.
- 4.4. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or required to recognize equitable, contingent, future or partial interest in any share or any right whatsoever in respect any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.
- 4.5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the capital of the company may be issued with such preferred, differed or other special rights or such restrictions, where in regard to dividend, voting return of capital or otherwise as the company may from time by ordinary resolution determine.
- 4.5. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or

at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

- 4.6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issued of further shares ranking pari-passu therewith.
- 4.7. If at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of the three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting provisions of this articles relating to general meetings shallmutants apply, but so that the necessary quorum shall be two persons atleast holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
- 4.8. Every person whose name is entered as member in the register of members shall without payment, be entitled to one certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall be bound to issue more than one certificate and delivery of certificate of shares to one of several jointly holders shall be sufficient delivery to all.
- 4.9. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee (if any), not exceeding the amount set by the Directors, and on such terms, if any as to evidence and indemnity as the directors think fit.

5. LIEN

- 5.1. The company shall have a lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share and the company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable

by him/her or his/her estate to the company, but the directors may at any time declare any shares to be wholly or in part exempt from the provisions of this article. The company's lines if any, on a share shall extend to all dividends payable thereon.

- 5.2. The company may sell, in manner as the directors think fit, any shares on which the company has a line, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the share.
- 5.3. For giving effect to any such sale, the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he/she shall not be found to see to the application of the purchaser money nor shall his/her title to the shares be affected by any irregularity or invalidity in the proceedings in references to the sale.
- 5.4. The proceeds of sale shall be applied in payment of such part of the amount in respect of which the line exists as is presently payable and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the company on behalf of the person entitled to the shares at the date of the sale.

6. CALLS ON SHARES

- 6.1. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and each member shall (subject to perceiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times of specified the amount called in his shares. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
- 6.2. The joint holders of shares shall be jointly and severally liable to pay all calls in respect hereof.

- 6.3. If sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at bank rate prevailing from time to time from the day appointed for payment thereof to the time of actual payment, but the directors shall be at liberty to waive payment of the interest wholly or in part.
- 6.4. The provisions of these articles as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of shares, becomes payable at a fixed time, whether on account of amount of the shares, or by way of premium, as if the same has become payable by virtue of call duly made and notified.
- 6.5. The directors may make arrangements on the issue of shares for a difference between the holders in the number of calls to be paid and in the times of payment.
- 6.6. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the money so advanced may (until the same would but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of any company in general meeting) the bank rate existing from time as may be agreed upon between the member paying the sum in advance and the directors.

7. TRANSFER AND TRANSMISSION

- 7.1. Subject to the provisions hereinafter, continued shares in the company shall be transferable by written instrument in the common form signed by both the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect therefore.
- 7.2. The directors may in their absolute discretion and without assigning any reason, decline to register any transfer of shares to any person who they do not approve not being already a member of the Company and may also decline to register any transfer of share on which the Company has a lien.
- 7.3. The directors may also suspend the registration of transfers shares at any time subject to assigning of reasonable and genuine explanations.

- 7.4. The directors may decline to recognize any instrument of transfer unless: -
- a) A fee not exceeding the amount set by Directors is paid to the Company in respect thereof.
 - b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require showing the right of the transfer to make the transfer.
- 7.5. If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
- 7.6. The personal representatives of a deceased sole holder of share shall be the only person recognized by the Company as having any title to the share. In the case of shares registered in the names of two or more holders, the survivors or survivor, or the personal representatives of the deceased shall be the only persons recognized by the company as having any title to the share.
- 7.7. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the shares or, instead of being registered himself/herself, to make such transfer of share as the deceased or bankrupt person could have made; but the directors shall, in either case, have same right to decline or suspend registration as they would have had in the case of transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
- 7.8. Except as hereinafter provided, no share in the company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- 7.9. Every member or other person referred to in article 26 hereof who intends to transfer shares (hereinafter called the vender) shall give notice in writing to the board of his intention. The notice shall constitute the board his agent for the sale lot the said shares in one or more lots at the discretion of the board to members of the company at a price to be agreed upon by the

vendor and the board, and in default of agreement, at a price which the auditor of the Company for the time being shall certify, by writing under his hand, to be in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.

- 7.10. Upon the price being fixed as aforesaid the board shall forthwith give notice to all the members of the Company other than holders of employees' share of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing purchaser.
- 7.11. At the expiration of the said twenty-one days the board shall allocate the said shares to or among the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be appropriate according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.
- 7.12. Upon such allocation under 7.11, being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the chairman for the time being of the directors of the company or failing him, one of the directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
- 7.13. In the event of the whole of the said shares not being purchased under article 28 the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person and at any price.

8. FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS

- 8.1. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the directors may at any time thereafter

during such time as any part of such call or installments remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

- 8.2. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- 8.3. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and such forfeiture shall extend to any dividends in respect of any shares so forfeited not actually paid at the date of the said notice.
- 8.4. Forfeited shares may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
- 8.5. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the company all moneys which, at the date of the forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receive payment in full of the nominal amount of the shares.
- 8.6. The holders for the time being of four fifths of the issued shares in the company shall be entitled at any time to purchase ex dividend all or any of the shares held by any member of the company at a price equal to the sum paid up thereon and upon the tender of that price by the holders of fourfifths of the issued shares to any other member for the shares held by him that member shall execute transfer of the share to the members by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member to whom the tender is made neglects or refuses to accept the sum tendered or to execute transfers of the shares the company

may on proof of his neglect or refusal accept and give a good discharge for the moneys tendered on behalf of the member to whom the same shall have been tendered, and the provisions of article 23 shall apply to the execution of transfer of the shares and the registration of the members by whom the tender was made or their nominees as owners of the said shares.

- 8.7. A statutory declaration in writing that the declarant is a director of the company and that a share in the company has been duly forfeited or expropriated on a dated stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any given for the shares in favor of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture of expropriation, sale or disposal of the share.
- 8.8. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

9. ALTERATION OF CAPITAL

- 9.1. The company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.
- 9.2. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as early as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration to that time or on receipt of an intimation from the person to whom the offer is made that he/her

declines to accept the shares offered the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ration which the new shares bear to shares held by persons entitled to an offer of new shares cannot in the opinion of the director, be conveniently offered under this article.

9.3. The new shares shall subject to the same provision with reference to payment of calls, lien, transfers, transmission, forfeiture, expropriation and otherwise as the shares in the original share capital.

9.4. The company may by any ordinary resolution: -

- a) Consolidate and divide all or any of its share capital into shares of larger amount than existing shares.
- b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the companies Act.
- c) Cancel any shares which, at the date of the passing of their solution, have not been taken or agreed to be taken by any person and may by special resolution.
- d) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorized and consent required by law.

10. GENERAL MEETING

10.1. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and at such place as the directors shall appoint.

10.2. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

10.3. The directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within the United Republic of Tanzania sufficient directors capable of acting to form a quorum, any director or any member of the company may convene an extraordinary general meeting in the same manner as early as possible as that in which meeting may be convened by the directors.

11. PROCEEDINGS AT GENERAL MEETINGS.

11.1. An annual general meeting and a meeting called for the passing of special resolution shall be called by twenty-one days' notice in writing at the least and all other meetings by fourteen days' notice in writing at the least.

11.2. Such notice under 11.1, shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of the business shall be given in the manner hereinafter mentioned, or in such other manner, if any as may be prescribed by company in general meeting to such persons as are under these articles, entitled to receive such notices from the company, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

11.3. The accidental omission to give notice to or the non-receipt of notice of a meeting by any members shall not invalidate the proceedings at any meetings.

11.4. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the ordinary report of the directors and auditors, the election of directors in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the directors.

11.5. No business shall be transacted by at any general meeting unless a quorum or members is present at the time when the meeting proceeds to business, same as herein otherwise provided two members personally present shall be a quorum.

11.6. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and any other case it shall stand adjourned to the same day in next week, at the same time and place and if at the adjourned meeting a quorum is not present

within half an hour from the time appointed for the meeting the meeting shall be dissolved.

- 11.7. The chairman, if any of the board of directors shall preside as chairman at every general meeting of the company.
- 11.8. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone of their member to be chairman.
- 11.9. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty or more days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give a notice of any adjournment or of the business to be transacted at an adjourned meeting.
- 11.10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member entitled to vote present in person or by proxy and unless a poll is so demanded, a declaration by the chairman that the resolution has, on a show of hands, been carried or carried unanimously, or by particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- 11.11. If a poll is duly demanded it shall be taken in the same manner as the chairman directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 11.12. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 11.13. A poll demanded on the election of a chairman, or in a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

11.14. Any ordinary resolution of the company determined on without any general meeting and evidenced by writing under the hands of all the directors or a sole director and of members of the company holding three-fourths of the issued shares of the company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the company duly convened and held.

12. VOTES OF MEMBERS

12.1. On a show of hands every member present in person shall have one vote, on a poll every member shall have one vote for each share of which he is the holder.

12.2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of member.

12.3. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee a curator bonus, or other person in the nature of a committee or curator bonus appointed by that court and any such committee, curator boons, or other person may, on a poll, vote by proxy.

12.4. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him/her in respect of shares in the company have been paid.

12.5. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

12.6. On a poll vote may be given either personal or by proxy.

12.7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under the common seal, or under the hand of an officer or attorney so authorized. A member shall not be entitled to appoint more than one proxy to attend on the same occasion nor may a proxy vote except at a poll.

12.8. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a naturally certified copy of that power or authority

shall be deposited at the registered officer of the company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid

12.9. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve.

ZAWADIBU VINTAGES COMPANY LIMITED

“I _____ of _____, Being a member of the **ZAWADIVU VINTAGES COMPANY LIMITED**, hereby appoint _____ of _____ to act as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) general meeting of the company to be held on the _____ Day of _____ 2023 and at any adjourned meeting thereof”

Signed this _____ day of _____ 2023.

12.10. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

13. DIRECTORS

13.1. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the company by ordinary resolution, the number of directors shall not be less than two.

13.2. The names of the first directors of the company are as follows: -

- a) **ELLEN ROSE MILLOTT**
- b) **LOUISA ROSE GODMER**
- c) **NOVATUS JOHN KAREBO**
- d) **AMELIA DOLERES MC ELWAIN**

13.3. (1) The remuneration of the directors shall from time to time be determined by the Company in general meeting.

(2) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of directors.

13.4. Any director may in writing appoint any person, who is approved by the majority of the directors to be his proxy and to represent him in meetings, which he/her is unable to be present.

13.5. Every such alternate under 13.4, shall be entitled to notice of meeting of the directors and to attend and vote there at as a director when the person appointing him is not personally present, and where he/her is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote.

13.6. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the company and shall not be deemed to be the agent of the director appointing him/her. The remuneration of such alternate shall be payable to the director appointing him/her and the proposition thereof shall be agreed between them. An alternate director need not hold any share qualification.

13.7. A director and alternate director shall not require a share qualification by nevertheless, shall be entitled to attend and speak at any general meeting of the company and at any separate meeting of the holders of any class of shares in the company.

13.8. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his/her stead. A vacancy occurring in the board of directors may be filled up by the company by an ordinary resolution.

14. POWER AND DUTIES OF DIRECTORS.

14.1. The business of the company shall be managed by the directors, who may pay all expenses incurred in forming and registering the company, and may exercise all such powers of the company as are not, by the companies Act 2002 or any statutory modification thereof, for the time being in force, or by these articles, require to be exercised by the company in general meeting subject nevertheless to the provisions of these articles and of the said ordinance and the exercise of such powers shall be subject to control of any general meeting of the company specially

convened for the purpose, but no resolution of the company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been passed.

- 14.2. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partially in another) as they may think fit.
- 14.3. The office of managing director shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the company in general meeting resolves that his/her tenure of the office of managing director or manager be determined.
- 14.4. The directors may exercise all the power to manage corporate operation.
- 14.5. The directors shall duly comply with the provisions of the Companies Act,2002 or any statutory modification thereof for the time being in force, and particular with the provisions in regard to registration of the particulars of mortgages and charges affecting the property of the company, or created by it, and to keeping a register of the directors and secretaries and to sending to the Registrar of Companies and annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increases of shares capital, or conversion of shares into stock, and copies of special and extraordinary resolution, and a copy of the register of directors and notification of any changes therein.
- 14.6. The directors shall cause minutes to be made in the books provided for the purpose:
- (a) Of all appointments of officers made by the directors
 - (b) Of the names of the directors' present at each meeting of the Directors and of any Committee of the directors
 - (c) Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of directors and every director present at any meeting of directors shall sign his/her name in a book to be kept for that purpose.

15. DISQUALIFICATION OF DIRECTORS.

- 15.1. The office of any director shall be vacated, if the director: -

- (a) Resigns his office by notice in writing to the company; or;
- (b) Becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under section 147 of the Bankruptcy Ordinance; or
- (c) Is found to be lunatic or becomes of unsound mind or
- (b) Is punished with imprisonment of a term exceeding six months without the option of paying a fine; or
- (e) Is requested in writing by all his/her co-directors to resign.

15.2. Any director or any company or firm of which a director is a member, may/or enter into contracts with the company and any director or shareholder in respect of such contract and retain for his own use profit made by him under any such contract, provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered into by the directors, and if he be at the time sole director and is interested the contract must be entered into by the company in general meeting and before the contract is entered into the director or directors must disclose his or their interest to the meeting.

16. PROCEEDINGS OF DIRECTORS.

16.1. The directors may meet together for the dispatch of, adjournment and otherwise regulation of their meetings, as they think fit. Any question arising at any meeting shall be decided by a majority of votes, in case of any equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

16.2. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.

16.3. The continuing directors may act notwithstanding any vacancy in the body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of directors, the continuing director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.

16.4. The directors may elect a chairman of their general meeting and determine the period for which he is to hold office, but if no such chairman is elected, or if at any

meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of their meeting.

- 16.5. The directors may delegate any of their powers to committees consisting of such members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegate conform to any regulation that may be imposed on them by the directors.
- 16.6. A committee may elect a chairman of their meeting, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose any of their number to be chairman of the meeting.
- 16.7. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall determine by a majority of votes of the members present, and in the case if any equality of votes the chairman shall have a second or casting vote.
- 16.8. All acts done by any meeting of the directors or of a committee of directors, or any person acting as a director, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed to be a director.
- 16.9. A resolution determined on without any meeting of directors and evidenced by writing under the hands of all directors, or sole director, or of all members of a committee, or of sole member of a committee, shall be as valid and effectual as resolution duly passed at meeting of the directors or of such committee.

17. MANAGING DIRECTOR.

- 17.1. The directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into any such particular case, may revoke such an appointment.
- 17.2. Managing Director shall receive such remuneration as the Directors may determine.

18. SECRETARY

18.1. The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such condition, as they may think fit, and they may remove the Secretary appointed by director's board resolution.

19. THE SEAL.

19.1. The Director shall provide for the safe custody of the seal. The seal shall only be used by the authority of the Directors or of a Committee of the Directors authorized by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

20. DIVIDENDS AND RESERVE.

20.1. The company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

20.2. The directors may from time to time pay to the members such interim dividends as they appear to the directors to be justified by the profit of the company.

20.3. No dividends shall be paid otherwise than out profits.

20.4. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends; all dividends shall be declared and paid according to the amounts paid on the shares, so long as nothing is paid up on any of shares in the company dividends may be declared and paid according to the amount of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for purpose of this article as paid on the share.

20.5. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profit of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit.

20.6. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividends payable on the shares.

20.7. No dividend shall bear interest against the company.

21. ACCOUNTS.

21.1. The directors shall cause proper books of accounts to be kept with respect to: -

All sums of money received and expended by the company, and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the company and the assets and liabilities of the company. Proper books of account mean such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transaction.

21.2. The books of accounts shall be kept at the registered office of the company, or at such other place or place as the directors think fit, and shall always be open to the inspection of the directors.

21.3. The directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorized by the directors or by the company in general meeting.

21.4. The directors shall from time to time in accordance with section 153 of the Companies Act 2002 or any statutory modification thereof for the time being in force, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheet, group accounts (if any) and reports as are referred to in those sections.

21.5. A copy of every balance sheet (including every document required by the law to be annexed thereto) which is to be laid before the company in General meeting before the date of the meeting together either a copy of the auditor's report, shall not less than twenty-one days be sent to every member of, and every holder of debentures of, the company and to every person registered under regulations 19. Provided that the regulation shall not require and copy of those documents to be sent to any member of whose address the company is not aware or to more than one of the joint holders of any shares or debentures

22. CAPITALISATION OF PROFITS.

22.1. The company, in a general meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalize any part of the amount for the time being standing, to the credit of any of the company's reserve accounts or to the credit of the profit and loss account.

22.2. Accordingly that such sum be set free for distribution amongst the members who would have been entitled there to distributed by law of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full un issued shares or debentures of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

Provided that, shares premium account and capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus share.

22.2. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid up shares or debentures, if any, and generally shall do all acts and things to give effect thereto with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they as they think fit for the case of shares of debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up or any other shares or debentures to which they may be entitled up on such capitalization, or (as the case may require) for the payment up by the company or their behalf, by the application thereto of their respective proportions of the profits of the resolved to the capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effectively and binding on all such members.

23. AUDIT.

- 23.1. At least once in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
- 23.2. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
- 23.3. The Directors may fill up any casual vacancy in the office of auditor.
- 23.4. The remuneration of the auditor shall be fixed by the Company in the general meeting, except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

24. NOTICES.

- 24.1. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or if he has a registered address in Tanzania, to the address, if any, within Tanzania supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effective at the time at which the letter would be delivered in the ordinary course of post.
- 24.2. If a member has no registered address in Tanzania and has not supplied to the company an address within the Republic of Tanzania for the giving of notices to him, a notice to him, a notice addressed to him/her, and displayed in the registered office of the company, shall be deemed to be duly given on the day on which it is so displayed.
- 24.3. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in register in respect of the share.
- 24.4. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or the title of representatives

of the deceased, or trustees of the bankrupt, or by any like description, at the address if any in the United Republic of Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

24.5. Notice of any general meeting shall be given in the same manner herein before authorized to:

- (a) Every member of the company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the company an address within the United Republic of Tanzania for the giving of notices to them,
- (b) Every person entitled to share in consequence of death or bankruptcy or a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting.
- (c) The auditors for the time being of the company.
- (d) No other person shall be entitled to receive notices of general meetings.

25. WINDING UP.

25.1. If the company shall be wound up the liquidator may, with the sanction or an extraordinary resolution of the company and any other sanction required by the Companies Act, 2002 divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decisions shall be carried out as between the members or different cases or members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributors as the liquidator, with the like

sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.



26. INDEMNITY.

26.1. Subject to the provisions of the companies Act, 2002, every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified in any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted.

27. ALTERATIONS OR ADDITIONS.

27.1. 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 alterations or additions as 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Article of association, and we respectively agree to take the number of shares in the capital of the company set opposite or respective names.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>SIGNATURE</u>
ELLEN ROSE MILLOTT 14524 ROAD FORT JENNINGS, OHIO	9486	
LOUISA ROSE GODMER 15019 237 TH PLACE, WASHINGTON	682	

NOVATUS JOHN KAREBO
P.O.BOX 141
DODOMA

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AMELIA DOLERES MC ELWAIN

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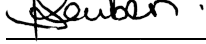
17195 ROAD L, OTTAWA
OHIO



Dated on this 16th day of November 2023.

In Witness thereof: -

Name: SUZAN REUBEN.

Signature: 



Postal Address: P. O. BOX 53090, DAR ES SALAAM.

Qualification: ADVOCATE & NOTARY PUBLIC