

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

EAST AFRICAN POLYBAG INDUSTRIES
LIMITED

Drawn by:
Haroon Daud Abdallah
P O Box 2339
Dar es Salaam

Certified as True Copy of the Original
Paul Joseph Mbuya
Advocate, Honorary Public & Notary
for Dar es Salaam
Sign: 
Date: 19/07/2004

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

East African Polybag Industries Limited

Is this day incorporated under the Companies Ordinance
(Cap. 212), and that the Company is Limited



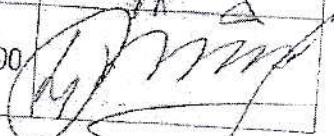
Given under my hand at Dar es Salaam

this day of Two thousand and five.

Seal

Certified as True Copy of the Original
Paul Joseph Mbuya
Advocate, Notary Public & Commissioner
for Companies
Sign: Date: 19/07/2024

Registrar of Companies

Names, Postal Addresses and Occupation of the Subscribers	Number of shares taken by each subscriber	Signature of the subscriber
1. Haroon Daud Abdallah PO Box 2339, Dar es Salaam Business	40,000	
2. Abdul Rasheed Abdul Razzak PO Box 2339, Dar es Salaam Business	20,000	
3. Mohamed Rafiqe Daud Abdallah PO Box 2339, Dar es Salaam Business	20,000	

Dated at Dar es Salaam this 23 day of December 2005.

WITNESS to the above signatures:

Full Name : MR. Imran Hassan Daud


Signature : 
Postal Address : P.O. Box 2339

Qualification : DAR ES SALAAM
Business

Dated at Dar es Salaam this _____ day of _____ 2005.

WITNESS to the above signatures

Full Name : _____

Signature : 
Postal Address : _____

Qualification : Advocate

Certified as True Copy of the Original
Paul Joseph Mbuya
 Advocate, Notary Public & Commissioner
 for Client Protection
 Sign: 
 Date: _____

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Director(s), 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 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

13. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP


14. 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 among 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 a liability.

INDEMNITY

15. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer, for the time being, of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may, by special resolution make alterations or additions to the Articles of Association. Such alterations or additions so made shall be as valid and effectual as if originally contained in the Memorandum and be subject in like manner to alterations by Special Resolution.

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Paul Joseph Mbuya
Advocate, Notary Public & Commissioner
for Real Estate
Sign: 
19/10/2029

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 persons to whom notice is sent, to state within 21 days from the date of such notice, whether he is willing to purchase any and if so, the number of such shares. At the expiration of such 21 days' notice, the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same, and so far as may be pro rata according to the number of shares already held by them respectively, or if there is 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

d) 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 the shares shall be bound upon payment of the said price to transfer the said shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS AT THE GENERAL MEETING

Articles 39 to 53 of Table "A" shall apply subject to the following variations:

- a) A General Meeting, Ordinary or Extraordinary may, with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- b) Two members, present either personally or by proxy shall form a quorum.
- c) Any ordinary resolution of the Company determined without any poll at a meeting and evidenced by writing under the hands of the majority of Directors and of the members of the Company holding three-fourths of the issued shares of the Company shall be valid and effect. Any ordinary resolution passed at a general meeting of the Company

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, 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 in or debentures of the Company is prohibited.

d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof, refuse to register the transfer of any share to any person who it shall, in their opinion, be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof, the right to 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 interests 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 case of difference, to be determined by the Auditor of the Company.

Certified as True Copy of the Original

Paul Joseph Mbiya

Advocate, for any Public Commission



for Office

Sign: *[Signature]*

Date: 19/7/2011

Handwritten notes: "S. 201/2015" and "2015/05/20/2015"

Handwritten notes: "5/21/2015" and "2015/05/20/2015"

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
EAST AFRICAN POLYEAG INDUSTRIES LIMITED

1. In these regulations:

"The Ordinance" means The Companies Ordinance (Cap. 212) of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and the words importing persons shall include bodies corporate, partnership firms, cooperative societies, etc.

The Regulations of Table "A" in the First Schedule to the Ordinance (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 those under Table "A", the former shall prevail and in addition to substitution shall be the regulations of the Company.

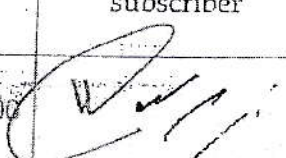
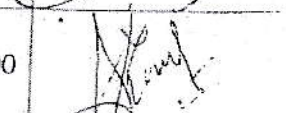
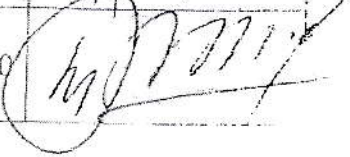
2. PRIVATE COMPANY

The Company is a Private Company and accordingly -

a) The right to transfer shares is restricted in manner hereinafter provided -

Certified as True Copy of the Original
Paul Joseph Mbuya
Advocate, Notary Public & Prisoner
for Oath
Signature: [Signature]
Date: 19/07/2024

We, the several 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 set opposite our respective names.

Names, Postal Addresses and Occupation of the Subscribers	Number of shares taken by each subscriber	Signature of the subscriber
1. Haroon Daud Abdallah PO Box 2339, Dar es Salaam Business	40,000	
2. Abdul Rasheed Abdul Razzak PO Box 2339, Dar es Salaam Business	20,000	
3. Mohamed Rafique Daud Abdallah PO Box 2339, Dar es Salaam Business	20,000	

Dated at Dar es Salaam this 25 day of December 2005

WITNESS to the above signatures:

Full Name : MR. Imami Haroon Daud


Signature : 

Postal Address : P.O. Box 2339

Qualification : Businessman

WITNESS to the above signatures:

Full Name : Paul Joseph Mbuya

Signature : 

Postal Address : Dar es Salaam

Qualification : ADVOCATE

Certified as True Copy of the Original
Paul Joseph Mbuya
 Advocate, Notary Public & Commissioner
 for Dar es Salaam
 Sign: 
 Date: 27/12/05

- w) To draw, make, accept, endorse, discount, execute and/or issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- x) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, alone or in conjunction with others.
- y) To pay the preliminary expenses and expenses incidental to the promotion, establishment and registration of the Company or any other Company promoted, formed, established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the company or of any company so promoted, formed, established or registered by the Company.
- z) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the Company shall have full power, exercise all or any of the powers conferred by any of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or un-incorporated and whether domiciled in Tanzania or elsewhere

Liability of the members is limited

- 5. The authorized share capital of the Company is Tshs. 1,000,000,000/ (Tanzanian Shillings One billion only) divided into 100,000 (One Hundred thousand) ordinary shares of Tshs. 10,000/- (Tanzanian Shillings ten thousand only) each

n) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of business operations, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engaged in or any business or transaction capable of being conducted so to directly or indirectly benefit the Company. And to take or otherwise acquire shares and securities of any such company and sell, hold, re-issue, with or without guarantee or otherwise, deal with the same.

o) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly to be beneficial to this Company.

- p) To sell or dispose of all or part of the undertaking and/ or properties of the Company, for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- q) To construct, erect, maintain and alter any buildings, machinery, plant, works necessary or convenient for the purpose of the Company.
- r) Generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and any right or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, assessments, machinery, plant and stock-in-trade.
- s) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.
- t) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the Company or the conduct of its business.
- u) To distribute any part of the property of the Company in specie among the members
- v) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and to guarantee the performance of contracts by such person.

Certified as True Copy of the Original
Paul Joseph Mbiya
Advocate, Notary Public & Commissioner
for Oath
Signature: *[Signature]*
Date: 19/01/2024

- g) To establish depots and agencies in different parts of the country and abroad for the purpose of carrying on any or all of the businesses of the Company.
- h) To carry on the business of printing of boards and boxes, and other printing products.
- i) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise and more particularly bags of all kinds whether made of leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- j) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and/ or retail traders of or otherwise dealers of and in various types of textiles and textile fabrics of all kinds.
- k) To enter into any arrangements and contracts with Government authorities (supreme, municipal, local or others) or any corporation, companies, or persons having objects that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, corporation, company or person any contracts, decrees, rights, privileges and concessions.
- l) To purchase, take on lease, option or licence, exchange or otherwise acquire in any part of the country or abroad, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges, licences or authorities of and over mines, land and mineral and other properties either absolutely or conditionally.
- m) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and to pay the same by the issue of debenture certificates, or other securities, perpetually or otherwise charged upon any or all of the Company's assets and property present as well as future, including any uncalled capital or without any such security as purchase, redeem or pay off by security or loan.

THE COMPANIES ORDINANCE (CAP. 212)

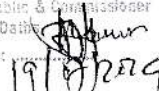
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EAST AFRICAN POLYBAG INDUSTRIES LIMITED

1. The name of the Company is EAST AFRICAN POLYBAG INDUSTRIES LIMITED.
2. The Registered Office of the Company shall be situated in Mainland Tanzania.
3. The objects for which the Company is being established are:-
 - a) To carry on the business of manufacturing and marketing of various types of bags using plastics, polypropylene (PP), polyethylene (PE), HDPE, Jute, Paper and all the other materials used in the manufacturing of bags from time to time.
 - b) To establish and carry on the business of manufacturing plastic shrink films and plastic related consumer and industrial goods
 - c) To establish and carry on the business of textile, paper mill and/or spinning mills and the manufacture of all articles made of or principally made of plastic, paper & jute.
 - d) To carry on the business of import and export, wholesale or retail merchants of all kinds of Bags.
 - e) To engage in, or otherwise carry on the business of manufacturing and to manufacture and sell products such as plastic or metal pails, containers, beverages, plastic packages, household goods, to export and to sell in the market
 - f) To carry on any other business that may be necessary for the Company to be capable of being conveniently carried on in connection with the above or to carry out directly to enhance the value of or preserve or profitable any of the Company's property or rights.

Certified as True Copy of the Original
Paul Joseph Mwaya
Advocate, Notary Public & Commissioner
for Oaths
Signature: 
Date: 19/11/2024