

THE COMPANIES ACT (CAP. 212)
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
CBN FARM FRESH DAIRY AND FOODS COMPANY LIMITED

1. The name of the company is **CBN FARM FRESH DAIRY AND FOODS COMPANY LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania
3. The object of the company will be
 - a) To deal with all transportation and delivery of farm-fresh, nutrition, and safe dairy and foods products that meet and exceed customer expectation
 - b) To develop new dairy products and food solution to meet changing customer preferences and dietary trends
 - c) To manufacture, package, and sell food products, including fresh produce, packaged foods, and beverages., vested under the company and engage in the business of dairy farming, production, processing.
 - d) To import, export, and trade in dairy and food products, both wholesale and retail and to act as an agent generally for other companies and clients engaged in invest in and collaborate with other businesses or entities engaged in agriculture and food production
 - e) To enter into partnership, or into any arrangements for sharing profits, union of interests, or cooperation with any person, partnership or

company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take, otherwise acquire and hold stock or shares in such company

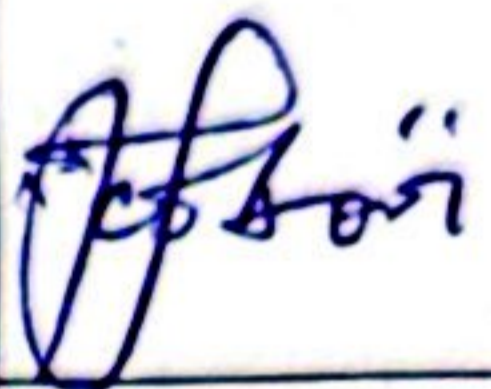


f) To maintain importation and exportation of goods, run and manage the transportation industry as well as import and export of products, and generally deal with all transportation of packaged foods and beverages in any manner as authorized by this memorandum or in any way connected to or incidental to the object of this company. To cooperate, collaborate, associate, ally, amalgamate, combine, join, league, link, mingle, unite with any company, partnership, government department, ministry, local authority, Non-governmental organization, private sector and institution, and any entity in furtherance of the objectives of the company.

g) To do all such other activities in transportation, acquire, lease, or manage farms, dairy facilities, and processing plants necessary for the business. permitted under the law including things that are incidental or conducive to the above objects or any of them

4. The liability of the members is limited

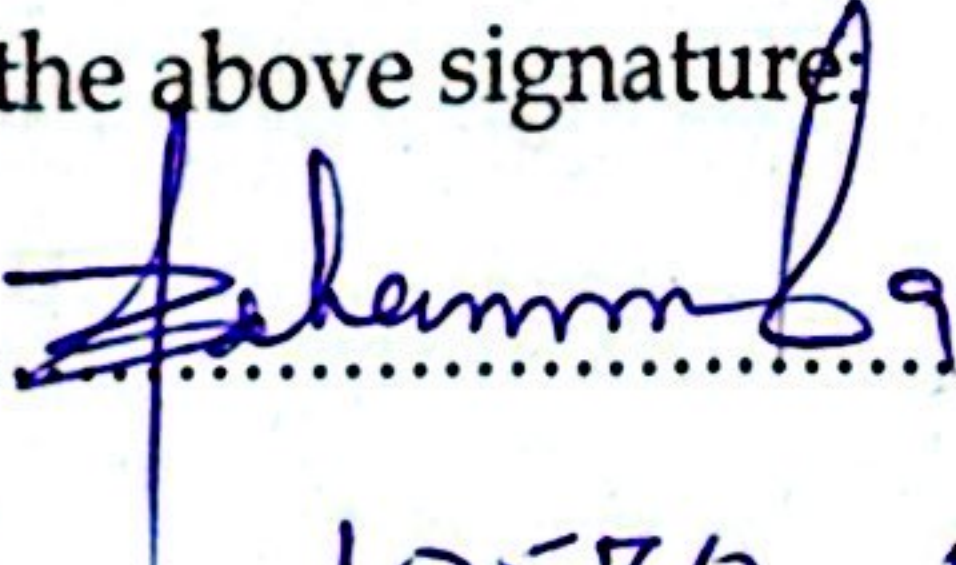
5. The share capital of the company is Tanzania shillings five million (5,000,000/=) divided into one hundred (100) ordinary shares of Tanzania shillings fifty thousand (50,000/=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of shares and to attach thereto respectively in accordance with the article of association of the company

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

Name, address and description of subscriber	Number of shares taken	Signature
1 CHARLES CHACHA KWIBONI P.O.BOX 90125 DAR ES SALAAM	80	
2 NYAMEGI CHARLES KWIBONI P.O.BOX 90125 DAR ES SALAAM	10	
3 JOSEPHINER KISIKE MAKONGORO P.O.BOX 90125 DAR ES SALAAM	10	

Dated at Dar es Salaam this 07..... Day of OCTOBER.....2024

Witness to the above signature:

Signature: .....

Postal Address: 10570 DAR ES SALAAM.....

Qualifications: ADVOCATE.....



THE COMPANIES ACT (Cap. 212)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CBN FARM FRESH DAIRY AND FOODS COMPANY LIMITED

Interpretation

1.1 In this article;

"Act" means the Companies Act (No 212) and any statutory modification or re-enactment thereof for the time being in force;

"Articles" means these articles of association of the CBN Premier Logistics Company Limited

"Board" means the board of directors of the company

"Seal" means the common seal of the company;

"Secretary" means any person appointed to perform the duties of a secretary of the company;

"Shareholders" mean the holders of shares in the company

"Member" means a shareholder in the company

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

1.3 Any word importing the singular shall include the plural and vice versa. Words importing the masculine gender shall also include the feminine gender and vice versa.

1.4 The regulation of Table 'A' in the First Schedule to the Companies Act (hereinafter called Table 'A' shall apply to this Company as its Articles of Association.

2. The company is a private company and accordingly

a) The right to transfer shares is restricted in manner hereafter prescribed;

CAPITAL

3. The share capital of the company at the date of registration of these Articles of Association is Tanzania shillings five Million (5,000,000/=), divided into One hundred (100) Ordinary shares of Tanzania shillings one Thousand (50,000/=) each.

4. The company may, by ordinary resolution, alter its share capital in accordance with the provisions of the Companies Act.

5. Subject to the provisions of the act, and without prejudice to any right attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as directors may determine

CALLS ON SHARES

6. The shares of the Company shall be under the control of the Board, who shall have the power to issue, allot, and transfer shares in accordance with the provisions of the Act.

7. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATE

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

LIEN

9. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon

TRANSFER OF SHARES

10. All transfer or shares may be affected by transfer in writing in the usual common form, under hand only.

11. The instrument of transfer of a share shall be signed by or on behalf of 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 in respect thereof

12. In their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed.

13. The Directors may refuse to register any transfer of a share where the company has a lien on the share

ALTERATION OF CAPITAL

14. The company may be ordinary resolution:

a) Increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;

b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

15. The company may, subject to the act, by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary.

GENERAL MEETING

16. Subject to the provision of section 133 of the act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called "ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".

17. The Directors may, whenever they think fit, convene an Extraordinary General

Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 134 of the act shall apply.

NOTICE OF GENERAL MEETING

18. Subject to the provisions of section 135 of the act twenty one days' notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.

19. The non-receipt of a notice of a meeting by any member shall not invalidate the proceedings any meeting.

DIRECTORS

20. (a) Until and otherwise determined by the company in general meeting the directors shall not be not less than two and not more than 4

(b) The Following persons shall be the first directors to the company

1. CHARLES CHACHA KWIBONI
2. NYAMEGI CHARLES KWIBONI

21. There shall be no share qualification for Directors

22. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.

23. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his reimbursement above provided

DISQUALIFICATION OF DIRECTORS

24. The office of a Director shall ipso facto be vacated;

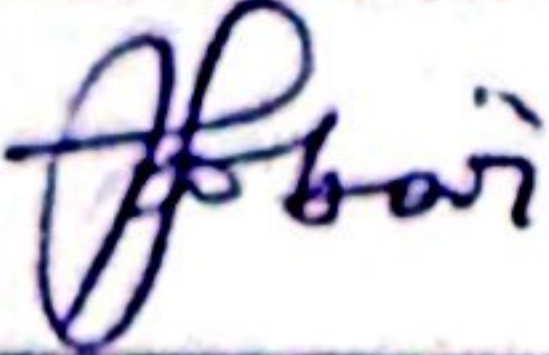

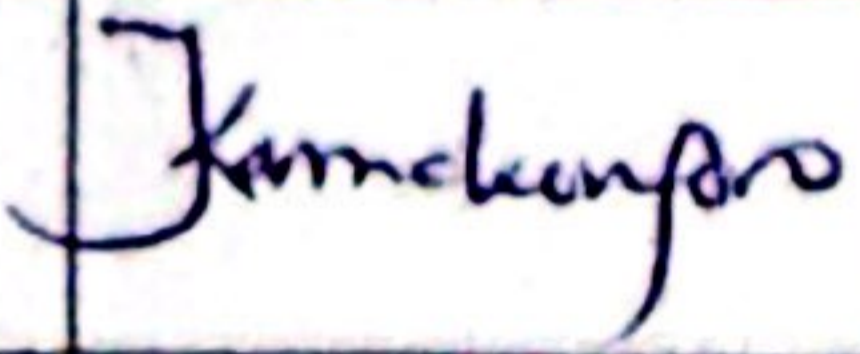
- a) If he be found lunatic or becomes of unsound mind;
- b) If he becomes bankrupt or compounds with his creditors;
- c) If he absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office he vacated;
- d) If by Extraordinary Resolution, he will be removed from office;
- e) If by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
- f) If he shall, pursuant to the act, be prohibited from acting as Director

THE SEAL

25. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is affixed in their presence

AUDIT

26. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the act

Name, address and description of subscriber	Number of shares taken	Signature
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