

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Sugarless Confectionary (Tanzania) Limited

INCORPORATED ON THE

DAY OF

2018

Drawn By:-

Kariwa & Co Advocates

P.O. BOX 13138

DAR ES SALAAM

TANZANIA

info@kariwaadvocates.net

Certified True Copy of the Original
Sign: *John Mfangavo* Date: 16/09/2024
JOHN MFANGAVO
Advocate, Notary
Public & Commissioner for Oaths

COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SUGARLESS CONFECTIONARY (TANZANIA) LIMITED

1. The name of the Company is **The Sugarless Confectionary (Tanzania) Limited**
2. The registered office of the company shall be situated in the United Republic of Tanzania.
3. The objects of which the company is established are to:-
 - (a) To manufacture cocoa, chocolate and sugar confectionary and bakery products.
 - (b) To manufacture soft drinks, production of mineral water and other bottled waters
 - (c) To manufacture other manufacturings
 - (d) To retail sale of beverages in specialized stores and the whole sale of food beverages and tobacco.
 - (e) Promote any other company for the purpose of acquiring all or any of the property, undertaking, or any of the liabilities of this Company, or for the purpose of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the share or securities of each company as aforesaid.
 - (f) Procure the registration of the company in or under the laws of any place outside Tanzania.
 - (g) Borrow money from various banks and financial institutions, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
 - (h) Enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies, NGO or person 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 charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out exercise and comply with any such concessions.
 - (i) Enter into partnership or any agreements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or

company carrying on or engages in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to guarantee the contracts of, or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any such Company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.

- (j) Lend and advance money or give credit such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (k) Receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure the guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (l) To establish and support or aid in the establishment and support of association, institutions, funds, trusts and clubs calculated to benefit the society, employees or ex-employees of the Company, or any of its predecessors in business, or of any company which is a subsidiary company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company or any such predecessor or such company as aforesaid, or the relations, connections or dependants of any such persons to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (m) Sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (n) Purchase or otherwise acquire letters, patents, brevets, invention concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters patents, brevet d'Invention, concessions, licenses inventions, rights and privileges, whether in East Africa or in any other part of the world. To carry on the business of clearing, Forwarding and warehousing agent for the company or for other firms or companies including the

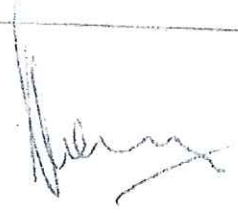

customs clearance, packing, removing and payment of taxes and other dues and for this purpose to hire godowns or deal with Bonded warehouses, and engage services of labourers or their agents or unions or deal with any authority for the smooth functioning of the transfer, transport or movement of goods of whatsoever nature including goods brought or carried by ship, aero planes, buses, lorries, trains, by road, sea, rail or air or any kind of mode of transport in order to promote, enhance or make the services of the company profitable.

- (o) Take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in to on constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members.
- (p) Take part in formation, management, supervision or control of the business or operations of any company, and for the purpose to act directors, administrators, managers, accountants or other experts or agents.
- (q) Purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks, or other interest in, or obligations of any other company or Corporation.
- (r) Distribute among the members of the Company in kind any property of Company and in particular any shares or securities of other Companies belonging to this Company. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principal, agents, trustees, contractors or otherwise, and either alone or jointly with others an either by or through agents, sub-contractors, trustees or otherwise.
- (s) Do all such other things as are incidental or conclusive to the attainment of the above objects or any of them. And it is hereby declared that the work "Company" is this clause, except where used in reference to this Company, shall be deemed to include any partnership of other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company.

None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely or the objects mentioned in the first sub-clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clause of this clause.

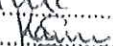
4. The liability of the members is limited.
5. The Authorized Share capital of the Company is Thirty Million Tanzanian Shillings (TShs. 30,000,000/=) divided into Three Hundred Shares (300), ordinary shares of One Hundred Thousand (100,000) each with power of the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether declared to be preference or otherwise shall be subject to the power herein contained.

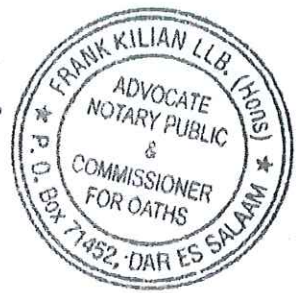
We, the several persons whose names, addresses and description are subscribed are desirous of being formed into a company in pursuance of Memorandum of Association, and we respectively Agree to take the number of shares in capital of the company opposite our respective names

Item No.	Name, Address, and Occupation of Subscriber	No. of Shares Taken	Signature of Subscriber
1.	JACQUES JEAN MICHEL VASSEUR 10 AND 4, 38 EASTERN SERVICE ROAD STAPYLTON 4207 QUEENSLAND. AUSTRALIA.	299	
2	CHERYLE JEAN HUM 1 AMBER ROAD, #07-03 AMBER POINT CONDO SINGAPORE 439845	1	

Dated at Dar-es-salaam the 23rd day of April 2018

WITNESS TO THE ABOVE SIGNATURES:-

NAME: Frank Kilian
SIGNATURE: 
QUALIFICATION: Commissioner for Oaths
POSTAL ADDRESS: 71452 - 0524



Certified True Copy of the Original
Sign: _____ Date: _____
JOHN MFANGAVO
Advocate, Notary
Public & Commissioner for Oaths

COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

SUGARLESS CONFECTIONARY (TANZANIA) LIMITED

1. In these regulations:

"The Act" means the Companies Act 2002.

When any provision of the ordinance is referred to the reference is 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 regulation become binding on the Company, shall have the meaning so defined.

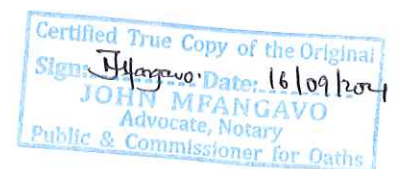
Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include female, and the importing persons shall include bodies, corporate, partnership, firms, co-operative societies etc.

The regulations of Table "A" in the First Schedule to the Companies Act (hereinafter called Table "A") shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A", the former shall prevail; and in addition to substitution for or modification of the provisions of Table "A" the following shall be 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 prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulations be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares and warrants to bearer.



3. TRANSFER OF SHARES

The Directors may in their discretion and without assigning any reasons thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.

Subject to clause 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 interest of the Company to admit to membership.
- b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing (herein after called "transfer notice") to the Directors that the desires to make such sale or transfer. Such notice shall constitute the Board of Directors of any 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.
- c) Upon price of such shares being agreed on or determined as per clauses (b) above, the Board shall forth with give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent to state with 21 days from the date 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 as far as may be pro-rata accordingly to the number of shares already held by them respectively, or if thereby only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

- d) The original share capital of the company is Thirty Million Tanzania Shillings (Tshs. 30,000,000/-) divided into Three Hundred shares (300) shares ordinary share of One Hundred Thousand (TShs. 100,000/-) each

4. GENERAL MEETINGS:

NOTICE OF GENERAL MEETINGS AND PROCEEDING AT GENERAL MEETINGS.

Articles to Table "A" of the Companies Act, 2002 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 shorter notice than seven days or without notice.
- (b) Three members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the issues shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

5. **DIRECTORS**

- (a) Until otherwise determined by the Company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the Company:
 - i. Jacques Jean Michel Vasseur
 - ii. Consolata Gosbert Mbatina

The share holding qualification for Director may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.

- 6. The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.
- 7. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 8. The Directors may from time to time borrow or raise any money for the purpose of the Company which may exceed the issued share capital of the Company.

9. **BORROWING POWER**

The Directors may raise or borrow for the purpose of the Company's business and such sum or sums of moneys as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of bonds or debentures, either charges upon the whole or any part of the property and assets for the Company, or not charged, or in such other way as the Directors may think expedient.

10. **ALTERNATE DIRECTORS**

Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable

to act during the absence of inability to act as the Director who he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

11. **SECRETARY**

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

12. **WINDING UP**

With the sanction of the special resolution of the Shareholders any part of the assets of the Company including any shares in other companies may be divided between the members of the Company in specie or may be vested in Trustee for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability

13. **SEAL.**

The Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose and the Director or Secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

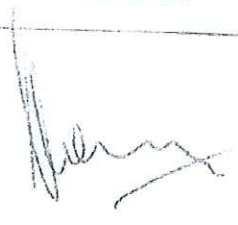

14. **INDEMNITY**

Every Director, Managing Director, Agent, Auditors, Secretary and other office for the time being 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 is in connection with any application in which relief is granted to him by the Court.

15. **ALTERATION OR ADDITIONS**


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 alteration or addition so 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, addresses and description are subscribed are desirous of being formed into a company in pursuance of these Articles of Association, and we respectively Agree to take the number of shares in capital of the company opposite our respective names

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SIGNATURE: 
QUALIFICATION: Commissioner for Oaths
POSTAL ADDRESS: 71452 - DSA



Certified True Copy of the Original
Sign: J. Mpangavo Date: 16/09/2014
JOHN MPANGAVO
Advocate, Notary
Public & Commissioner for Oaths