

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

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ALKO VINTAGES COMPANY LIMITED

Incorporated this.....day of.....2006

DRAWN BY:-

MPOKI & ASSOCIATES
ADVOCATES,
FORTY'S BUILDING,
KUU STREET,
P.O. BOX 2208,
DODOMA.

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THE COMPANIES ACT NO. 12 OF 2002

THE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALKO VINTAGES COMPANY LIMITED

1. The name of the Company is "ALKO VINTAGES COMPANY LIMITED".
2. The Registered Office of the Company will be situate in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - 3.1 To establish, continue, develop a winery and distillery industry for preparation and trading in full range of wines and grapejuice, potable spirits and other allied products.
 - 3.2 To conduct, carry on and manage the business or trades of wine, rum, whisky, beer, gin, brandy and general distillers, exporters, importers, brokers, bottlers, canners, sales agents and general traders in relation to the marketing and distribution at home and abroad of wine, spirits and liqueurs and generally to undertake perform and carry out all or any of the operations ordinarily undertaken by winery and distillery proprietors, contractors and shippers or by persons or companies engaged in such business.
 - 3.3 To develop and cultivate farms, estates and carry out thereon the business of farmers and planters in vineyards, tablegrapes, raisins and winegrapes varieties including the business of planting/cultivating, harvesting preparing, processing, buying, selling, dealing, exporting, importing, distributing and transporting all agricultural and horticultural products.

- 3.4 To commence, establish, continue, prepare, market all ranges of wine, grapejuice, grapejam, grape marmalade and to trade and carry on business in like manner as brewers, malters, hop growers and merchants, bottlers agents and distributors, barley and general grain raisers, importers, driers and merchants, manufactures of and dealers in yeast and other brewers requisites and dealers in all kinds of assorted minerals and mineral waters and providers of all kinds of goods, products or wares necessary or desirable for use in connection with the business of the company.
- 3.5 To carry on the business of manufacturers, importers, exporters and distributors of grape growing inputs including but not limited to pesticides, sprayers, pruning equipments fertilizer application equipments (i.e fertilizer applicators) and all equipments that are necessary in the cultivation of grapes.
- 3.6 To import, manufacture and carry on the business of corks, shrink capsules, wine treatment chemicals, bottles, cork screws, barrels, bottle makers, bottle stopper makers, paper and other bags and packing receptacles generally, canners, packers, wine glasses, paper cartons, winery machineries, equipment and allied supplies of winery and vineyards.
- 3.7 To export and to promote sales in overseas markets of all items manufactured and/or prepared by the company.
- 3.8 To carry on the business of general storekeepers in all its branches.
- 3.9 To carry on the business of general distributors, importers and exporters of goods of every description, as commission agents and representatives of local or overseas manufactures.
- 3.10 To carry on the businesss of planters, growers and producers of all kinds of agricultural products poultry keepers, dairy farmers and to prepare, manufacture or in any other manner render marketable any agricultural, poultry and dairy products so produced and sell, dispose of and deal in any such product in its prepared, manufactured and raw state.

- 3.11 To purchase or otherwise acquire plots of land, houses, offices, workshops, industrial buildings, godowns and any fixed or movable machinery, tools, engines, boilers, plant and any other assets required in the carrying out of the business of the company set out in the other subclauses above.
- 3.12 To adopt such means of making known the services and products of the company as may seem expedient and in particular by advertising in the press, by issuing circulars, purchasing and exhibition of works of art or any other interest, publication of books and periodicals and granting donations.
- 3.13 To enter into any partnership or arrangement in the nature of a partnership, cooperation or joint interest with any company or person engaged or interested or about to become engaged or interested in the carrying on of business from which the company would or might derive benefit and whether directly or indirectly to finance, subsidise, make donations or to assist any such person or Company as it may be deemed expedient.
- 3.14 To do all or any of the business which the company is empowered to do in any part of the world either as principal agent, trustee or otherwise, whether alone or in conjunction with others and by or through agents, subcontractors, trustees or otherwise.
- 3.15 To borrow or raise or secure the payment of money by mortgage charge, lien upon the whole or any part of the company's property or assets, whether future or present, or by the issue of debentures or debenture stock in such manner as the company shall deem fit or by a trust deed.
- 3.16 To amalgamate with any other company.
- 3.17 To procure the registration and incorporation of the company in or under the laws of any place outside the United Republic of Tanzania.

- 3.18 To carry on the business as proprietors and operators of hotels, restaurants and catering establishments and to manage all types of catering, inside and outside caterers and suppliers of all types of food and drink for resale and to supply services of any kind and to provide supervision of same if required.
- 3.19 To carry on the business of wholesalers, retailers, as a general merchant and traders in all their branches and to buy, sell and deal in articles and commodities and trade of every kind and description.
- 3.20 To accept, endorse, make, draw, execute and issue promisory notes, bills of exchange, debentures, or other negotiable or transferable instruments.
- 3.21 To invest any moneys of the company in any form of investment which may be considered desirable and from time to time to vary such investment .
- 3.22 To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company and the issue of its capital, including brokerage of commissions for obtaining applications for or taking, placing or underwriting of shares, debentures or other securities of the company.
- 3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except whether otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the company is Tanzanian shillings 50,000,000/= (shilings fifty million) divided into ten thousand ordinary shares of shillings five thousand (Tshs. 5,000/=) each with such powers, rights, privileges and conditions respectively attached thereto as may from time to time increase or reduce the capital of the company and to consolidate or divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company or to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.

WE, the several persons whose names, postal addresses and occupations are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to make the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF
1. ARCHARD LWIHURA KATO P. O. BOX 154, DODOMA	1000	<i>[Signature]</i>
2. HILDA PPETER BUSHAIJA P. O. BOX 154, DODOMA	200	<i>[Signature]</i>
3. ALFRED ALOYCE MUSHAKA P.O. Box 3121, DODOMA.	300	<i>[Signature]</i>
4. FREDRICK RUTA KATO P. O. BOX 154, DODOMA.	100	<i>[Signature]</i>
TOTAL NUMBER OF SHARES TAKEN	1600	

Dated at DODOMA this 12th day of DECEMBER 2006.

Witness by:-

Full Name: D. J. NYABIRI

Signature: *[Signature]*

Postal Address: P. O. Box 1013
DODOMA

Qualification: ADVOCATE



THE COMPANIES ACT 12-2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALKO VINTAGES COMPANY LIMITED

PRELIMINARY

1. In these regulations;

“The Board” means the Board of Directors for the time of being of the company.

“Members “ means the registered holder of the share or shares in the company.

“ The ‘ACT’ means companies ACT 12:2002

Words denoting the singular include the plural and viceversa and the words denoting masculine gender include the feminine gender. Word denoting persons include corporations, companies, cooperatives and the like.

2. The regulation 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.

3. PRIVATE COMPANY.

The Company is private company and accordingly:-

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

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- (b) The members of the Company (exclusive of persons who are in the employment of the Company, while in such employment of and have continued after the determination 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 effectual as an ordinary resolution duly passed at a General Meeting of the Company jointly, they shall for the purpose of the Article be treated as single Member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

4. LIEN:

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

5. CALLS ON SHARES:

The Directors may, subject to the provisions of these Articles and to any conditions of allotments, from time to time make such calls upon shareholders in respect of all moneys unpaid on their shares as they think fit.

6. TRANSFER OF SHARES:

The Directors may in their discretion and without assigning any reason therefor refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any reason what so ever to admit to membership.

7. Subject to clauses 3 and 6 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 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 be admitted 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 desire 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 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 determine by the Auditor of the Company.
- (c) Upon price of such shares being agreed on or determined as per clause (b) above the Board shall forthwith give notice to such of the shareholders 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 within 21 days from the date of such notice is whether he is willing to purchase any, if so what maximum number of such shares, at the expiration of such 21 days notice the Board shall apportion such shares amongst the shareholders who shall have expressed their desire to purchase the same and as far as may be prorated, according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him. Provided that no shareholder shall be obliged to take more than maximum number of such shares stated in his answer to the said notice.

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

8. **GENERAL MEETING:**

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT MEETINGS:

- (a) An Ordinary General Meeting or extra ordinary 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 General Meeting and evidence by writing under the hand of majority of the Directors and of the members of the Company holding three fourths of the issued shares of the Company shall be valid and.

9. **DIRECTORS:**

- (a) Unless otherwise determined by the Company's General Meeting the Directors shall not be less than two and more than five in number.
- (b) The following persons shall be the first Director of the Company:-
 - (1) Archard Lwihura Kato
 - (2) Hilda Peter Bushaija
 - (3) Alfred Aloyce Mushaki
 - (4) Fredrick Ruta Kato

10. The shareholding qualification of Directors may be fixed by the Company in General Meeting and unless and until as fixed no qualification shall be required.
11. The quorum of Directors for transacting business shall, unless otherwise fixed, by the Directors, be two.
12. Resolution in writing signed by all Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
13. Directors may from time to time borrow or raise moneys for the purpose of the Company, which may exceed the issued share capital of the company.

14. BORROWING POWER:

The Director may raise or borrow for the purpose of the Company's business such sum of money as they think fit and they may secure the repayment of or raise any such 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 or bonds or debentures, either charged upon the whole or any part of the way as the Directors may think expedient.

15. 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 shall be subject in all other respects to the terms and conditions existing with the reference to the other directors appoint a duly qualified person to act in his place.

16. INDEMNITY:

No Director or other official of the Company acting in good faith and within the scope of his duties shall be liable for any loss or damage whatsoever which may occur whether occasioned by mistake, error, oversight or inadvertent omission on his part or not.

17. DIVIDEND AND RESERVE:

The Company in General Meetings may declare dividends but no dividend shall exceed the amount recommended by the Directors.

18. SECRETARY:

The Secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit. The board may terminate the company secretary appointed.

19. ACCOUNTS:

The Directors shall cause proper books of Accounts to be kept with respect to:-

(a) All sums of money received and expended by the Company and other matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of good by the Company and the assets and liabilities of the Company.

20. The Directors shall from time to time in accordance with the Companies Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheet and reports as are referred to in that section.

21. AUDITOR:

The Company may from time to time appoint a person to be the Auditor of the Company and the person so appointed shall hold office until another Auditor is appointed. A director of the Company shall not qualify to be appointed as Auditor.

22. SEAL:

The seal of the Company shall not be affixed to any instrument except by the authority of the Resolution of the Board of Directors and in the presence of two Directors and those Directors shall sign every instrument to which the seal of the Company is so affixed in their presence.

23. ALTERATION OR ADDITIONS:

Subject to the provision of the Act and those contained in the Memorandum of Association of the Company may by special resolution make alterations or additions to its Article of Association and any such alteration or addition so made shall be as valid and effectual as if original contained in these Articles and be subject in like manner to alteration by special resolution.

24. WINDING UP:

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

NAMES, ADDRESSES AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. ARCHARD LWIHURA KATO P. O. BOX 154, DODOMA	1000	<i>[Signature]</i>
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TOTAL NUMBER OF SHARES TAKEN	1600	

Dated at DODOMA this 12th day of DECEMBER 2006.

WITNESS TO THE ABOVE SIGNATURES.

SIGNATURE: *[Signature]*

NAME IN FULL:- D. J. NYABIRI

POSTAL ADDRESS: P. O BOX 1013

DODOMA

QUALIFICATION

ADVOCATE

