
 Certified true copy of the original
Sunday Godfrey Ndamugoba
 P.O.Box 105722, Dar es Salaam
 Advocate, Notary Public &
 Commissioner for Oaths.
 Date: ...03/02/25 signature.....

TANZANIA



Certificate of Incorporation

No. 30521

I HEREBY CERTIFY THAT

.....

..... Limited
 is the 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.....

One thousand nine hundred and.....

Certified true copy of the Original
 Sign: *[Signature]* Date: 13/2020
SUNDAY GODFREY NDAMUGOBA
 Advocate, Notary Public & Commissioner
 for Oaths

Registrar of Companies

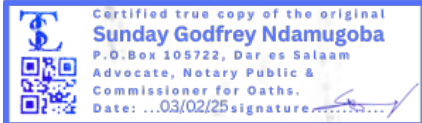
THE COMPANY ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

ZENIFA LABORATORIES LIMITED

TAMMAMES
SUC/2005
23-9-94
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23-9-94
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23-9-94
A



1. The name of the Company is "ZENIFA LABORATORIES LIMITED".
2. The Registered Office of the Company will be situated in Mainland Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the business of Manufacturer buyers sellers and distributing agents of and dealers in all kinds of patent pharmaceutical medicinal and medicated preparations patents medicines drugs herbs perfumes creams unguents hair dressing washing powders dyes cosmetics skin preparation soaps oil oleaginous and vaporaceous substances beauty specialities preparation and accessories of every description and of and pharmaceutical medicinal proprietary and industrial preparation compounds and articles of all kinds chemists druggists and chemical manufacturers merchants and dealers and to manufacture make up prepare buy sell and deal in all articles substances and things commonly or conveniently used in or for making up preparing or packing any of the products in which the company is authorized to deal or which may be required by customers of or persons having dealing with the company.
 - (b) To manufacture and deal in impart all types of pharmaceutical medical dental and chemical preparations and items including human medicines drugs tablets capsules antibiotics and other allied products.
 - (c) To carry on the business of manufacturers of and dealers in chemicals medical goods laboratory apparatus and equipments insecticides pesticides detergents lubricants and other allied products.
 - (d) To carry on the business of manufacturers of and dealers in veterinary drugs medicated ointments pharmaceutical products patent medicines injection antiseptics feed additives feed products toilet preparation and other similar items including syrups and vinegar.



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THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

A N D

ARTICLES OF ASSOCIATION
OF

ZENUFA LABORATORIES LIMITED

Incorporated this

day of

Year 2025

At the office of the
Notary Public & Commissioner for Oaths,
P.O. Box 105722, Dar es Salaam,
Tanzania.

- (e) To buy sell manufacture refine transport and deal in all substances apparatus and in any such business as aforesaid or or persons having dealings with the
- (f) To purchase or otherwise acquire any brevets d'inventions licence concessions exclusive or limited rights to use information as to any invention in treatment storage application distillation pharmaceutical and industrial chemicals of fats fatty acids ester glycerine and varnishes agricultural chemical formula of artificial fabrics.
- (g) To carry on the business of importers Kerosene, Petrol, Motor Spirit, mineral lubricating oil, grass and all other products.
- (h) To carry on any other business which capable of being conveniently carried above or calculated directly or indirectly or render profitable any of the Company
- (i) To Establish depots and agencies in districts for purpose of carrying on any or all of the
- (j) To carry on the business of general universal providers, importers, exporters retail traders of or otherwise dealing in woolen goods and textiles fabrics of
- (k) To enter any arrangements and contracts Authorities supreme, municipal, local companies, or persons having objects Company's object or any of them and Authority, Corporation, Company, or decrees, rights, privileges and
- (l) To Purchase, take on lease, option or acquire in any part of the world, leases, options, mineral properties, privileges, licences or authorities mineral or other properties either
- (m) To borrow or raise or secure the payment as the Company shall think fit, and debenture stock, certificates or other otherwise charges upon all or any (present and future) including

To amalgamate with, or enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any persons or company carrying on or engage in or amount to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable or being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such company, and sell, hold re-issue with or without guarantees, or otherwise deal with the same.

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 calculated to benefit this Company.

To sell or dispose of the undertaking and property of the Company or any part thereof, 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.

To carry on the business by wholesale or retail of automotive spares and parts of all description tyres and tubes batteries battery solution and all other spares accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.

To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.

To construct, erect, maintain and alter any buildings, machinery plant works necessary or convenient for the purpose of the Company.

To undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.

Generally to purchase, take on lease or in exchange hire or otherwise acquire any real, and personal property and any rights or privileges which the Company think necessary or conveniently for the purpose of its business and in particular any land, buildings, equipment machinery plant and stock-in-trade.

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.


- (w) To remunerate any person of the Company for services rendered or to be rendered in placing or marketing or promoting the placing of the shares in the Company or the conduct of its business.
- (x) To lend and advance money and give credit to persons and companies, as may seem expedient and in particular to persons of the company and customers and others having business with the Company and to guarantee the performance of contracts entered into by any person.
- (y) To distribute any part of the property of the Company among the members.
- (z) To draw, make, accept, endorse, discount, execute, issue, negotiate, and pay promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments.
- (aa) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise in conjunction with others.
- (bb) To pay the expenses of and preliminary and incidental costs of promotion, establishment and registration of the Company and all brokerage, discount and other charges payable which may at any time and from time to time be payable in respect of any shares or debenture, or other obligations so promoted, formed, established or registered by the Company.
- (cc) To obtain all powers and authorities necessary for the carrying out of any of the above objects.

The objects set forth in any sub-clause of this clause shall, unless the context expressly so require, be in no wise limited by any reference or inference from the terms or any sub-clause of this clause or the Company. None of such sub-clause or the objects therein shall be deemed subsidiary or auxiliary to any other object and every company shall have full power to exercise any part of the powers conferred shall be deemed subsidiary or auxiliary to any other object standing that the business undertaking, property or acts, or any part thereof, transacted, acquired, dealt with or performed do not fall within the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall be independent of one another and shall not be limited or restricted by a reference to or by the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The initial capital of the Company is Shs. 360,000,000/= divided into 36000 Ordinary Shares of Shs. 10,000/= each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights privileges, restrictions or conditions.

And the several persons whose names addresses and description are subscribed are sensible 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:-

Name, addresses and Description of subscribers	Number of Shares taken by Subscribers	P.O. Box 71489 DAR-ES-SALAAM TANZANIA Signatures
MIMCO INTERNATIONAL (T) LIMITED, P. O. BOX 10014, DAR-ES-SALAAM.	10	
ZENUFA LABORATORIES GROUP S.A., THE HONEY BUILDING P. O. BOX 116 ST. JOHN, STUTGART, BRITISH VIRGIN ISLANDS.	90	ZENUFA LABORATORIES GROUP S.A. P. O. Box 116 ST. JOHN, BRITISH VIRGIN ISLANDS.

Witnessed this 21ST day of August, 1996.

Witnessed the above Signatures:-


KHATCO MANAGEMENTS LTD
 MANAGERS & TAXATION CONSULTANTS
 P. O. Box 2291
 DAR-ES-SALAAM
 TANZANIA

Signatures:

Postal Address:

Qualification:

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SENFA LABORATORIES LIMITED

PRELIMINARY

2/1006/2
 15/11/2024
 SENFA LABORATORIES LIMITED
 15/11/2024

1. In these Regulations-

"The Ordinance" means the Companies Ordinance Chapter 212 of the laws of Tanzania.

When any provisions of the Ordinance are referred to, it shall mean that provision as modified by any law for time being in force.

Unless the context otherwise requires, the expressions used in the Ordinance or any statutory modification thereof and in these Regulations shall have the meaning so defined.

Any words importing the singular shall include the plural, and words importing the masculine gender shall include females, and the words importing persons shall include individuals, partnership, firms, Co-operation Societies and other bodies corporate.

The Regulations of Table "A" in 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, and in the event of any conflict between the provisions herein, and in the Ordinance or any statutory modification of the provisions thereof, the provisions herein shall prevail. The following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is a private Company and accordingly:-

(a) The rights to transfer shares in the Company shall be restricted as hereinafter prescribed.

(b) The number of members of the Company (excluding persons who are in the employment of the Company and persons who have been formerly in the employment of the Company and have continued after the termination of such employment to be members of the Company) shall not exceed fifty; provided that where two or more persons hold shares in the Company jointly they shall be treated as one person for the purposes of this regulation.

15/11/2024
 SENFA LABORATORIES LIMITED

Any invitation to the public to subscribe for any shares of debenture of the Company is prohibited.

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

TRANSFER OF SHARES

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

Subject to Clause 2 and 3 hereof the right to member to transfer the shares shall be restricted as follows:-

No shares 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.

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, or Directors of the Company as his agent for the sale of such shares to any members of 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.

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 person to whom notice is sent to state within 21 days from the date of such notice whether he is 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 practicable according to the number of share already held by them respectively, or if there be only one such shareholders, 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 share stated in his answer to the said notice. Upon such apportionment being made or such one Shareholders notified his intention purchase, as the case may be, the party desiring to sell or transfer such share shall be bound upon payment of the said price to transfer the share to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS
AT GENERAL MEETINGS

5. Articles 39 to 53 Table "A" shall apply subject to the following variations:-
- (a) A General Meeting, Ordinary or Extraordinary meeting, to be held with the consent in writing of all members, be convened on a date not less than seven days of 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 evidenced by writing under the hands of a 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 effectual as an ordinary resolution duly passed at a General Meeting of the Company.

DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the Company.

MR. NARISHANKUMAR VISANI
MR. MUKESHKUMAR VISANI
MR. VIJAYKUMAR VISANI
MR. SANJAY JOSHI.

7. The shareholding qualification for Directors may be fixed by the Company in general meeting and unless and until so fixed no fixed qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed, by the Directors, be two.
9. A resolution in writing signed by all the Directors in details shall be as valid and effectual as if had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow of raise money for the purposes of the Company which may extend the issue of any part of the Company.

BORROWING POWERS

1. The Directors may raise or borrow for the purpose of the Company's business such sum of sums of money as they think fit and they may secure the repayment of or raise any such sum of 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 of shares, debentures or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

2. 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. Each Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and shall discharge all duties and functions of the Directors being unable to act during the absence or inability to act as the Director whom he appoints a duly qualified person to act in his place.

SECRETARY

3. 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.

WINDING UP

4. 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 between the Member 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 share for which he is liable.

INDEMNITY

5. 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 judgement is given in his favour or in which he is acquitted or in connection with which any application (under Section 345 of the Companies Act) in which relief is granted to him by the Court.

16. Subject to the provision of the Ordinance and to the provisions contained in the Memorandum of Association of the Company any special resolution made alteration or addition so made shall be as valid and effectual as if originally contained in those articles and shall be subject in like manner to alteration by Special Resolution.

Names, Addresses and Description of Subscribers	Number of Shares taken by Subscribers	MIMCO INTERNATIONAL (T) LTD. P.O. BOX 714 DAR ES SALAAM TANZANIA
MIMCO INTERNATIONAL (T) LIMITED, P. O. BOX. 77914, <u>DAR ES SALAAM.</u>	10	10
ZENUFA LABORATORIES GROUP S.A., THE CREQUE BUILDING P. O. BOX. 116, ROAD TOWN, TORTOLA, <u>BRITISH VIRGIN ISLANDS.</u>	10	10

DATE at this 21ST day of AUGUST 1980

WITNESS to the above Signatures:

Signatures: *[Signature]* HATEO M...
 MANAGEMENT & T...
 Postal Address :
 Qualification :
 D... DAR...
 ... AH

Certified true copy of the original
[Signature]
 Sunday Godfrey Ndamugoba
 Advocate, Notary Public & Commissioner for Oaths
 Dar es Salaam