

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES
AMENDED MEMORANDUM OF ASSOCIATION
OF
EAST COAST OILS AND FATS LIMITED

Amended by Special Board Resolution of the Company dated 29th November 2025.

Incorporated this 29th November 2025.

DRAWN BY:

MURTAZA ALIHUSSEIN FAZAL DEWJI,
CHAIRMAN/ MEMBER,
P.O. BOX 20660,
DAR ES SALAAM,
TANZANIA.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES AMENDED MEMORANDUM OF ASSOCIATION OF EAST COAST OILS AND FATS LIMITED

1. The name of the Company is **EAST COAST OILS AND FATS LIMITED**.
2. The registered office of the Company will be situated in The United Republic of Tanzania.
3. The objects for which the Company is established are:
 - a) (i). To acquire by purchase or otherwise manufacture of edible oils, margarine and other fats, property, rights and plant necessary and incidental to the carrying on the above-mentioned business, and to erect and build such storage plants or facilities, tanks, warehouses, sheds, factories and other buildings necessary and expedient for the purpose of the Company.
(ii) To carry on processing of new or spent (i.e. recycled) plastics resins into intermediate or final products, using such processes as compression molding, extrusion molding, injection molding, blow molding and casting. For most of these, the production process is such that a wide variety of products can be made.
(iii) Mining of chemical and fertilizers minerals.
(iv) Manufacture of basic chemicals.
(v) Wholesale of food, beverages.
(vi) Other retail sale not into stores, stalls or markets.
(vii) Manufacture of Plastic Products, other chemical products, paints.
(viii) Growing of cereals (except rice), leguminous crops and oil seeds.
(ix) Non-Specialized wholesale trade.
(x) Other transportation support activities.
(xi) Construction of buildings.
(xii) Construction of utility projects.
 - b) To carry on the trade of dealing in building a tank farm for storage and trading edible oils, derivatives of oils, transporting, storing and exporting molasses and other like substances derived from the cultivation of sugar cane and of every other kind of vegetable, mineral or the other produce of the soil, to dispose of, store and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail and in bulk or otherwise.
 - c) To carry on any other business including inland container depot and local logistic provider which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights.
 - d) To carry on all or any of the following businesses, namely importers, exporters, merchant of and dealers in edible oils, other oils, various derivatives of oil, products of all kind, animal, mineral or vegetables, produce brokers, refrigerators, ship-owners, ship builders, charterers of ships and other vessels, shippers, bargemen, lighter men, warehousemen, storekeepers, ship and insurance brokers, distillers, carriers by land, or air, forwarding agents, wharfingers, engineers, coopers, planters and farmers.

- (e) To purchase, acquire or take on lease any estate, land, building, or other interest in the real estate and to sell, let on lease or otherwise dispose of or grant rights over the real or personal property belonging to the company.
- (f) To engage and otherwise carry on the business of timber manufacturers, to be owners of sawmills, to be timber processors, treaters, graders suppliers and exporters, to be furniture manufacture, manufacturers and distributors of all kinds of furniture.
- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
- (h) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable and of the company's property or rights.
- (i) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
- (j) To carry on the business of general merchants, general store-keepers, and bonded warehouse operators, universal providers, importers, exporters and wholesales and or retail traders of general merchandise.
- (k) To enter into any arrangements and contracts with Government or authority (Supreme, municipal local or otherwise) or any corporation, corporations, companies or person having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government, Authority, Corporation, Company or person any charters, contracts, decrees, rights, privileges and concessions.
- (l) To purchase, take on lease, option or licence, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options, mineral properties, grants, concessions, charters, privileges, licences or authorities of and over mines, land and mineral or 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 in particular by the issue of debenture stock, certificates or other securities. Perpetual or otherwise charged upon all or any other company's rights and property (present

and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security of loan.

- (n) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, corporations joint ventures, reciprocal concession or otherwise with any person or Company carrying on in or about to carry on or engage in any business transaction which this company is authorised to carry on or engage in any business or transaction capable of 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 gurantee, 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 seen directly or indirectly calculated to benefit this Company.
- (p) 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 of similar to these of this Company.
- (q) To carry on the business by retail of automotive spares and parts of all description, tyres and tubes, batteries, battery solution and other spares, accessories and goods which may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- (r) 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.
- (s) To undertake and execute any contracts for work 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.
- (t) To construct, erect, maintain and alter any buildings, machinery, plant, works necessary or convenient for the purpose of the company.
- (u) To generally purchase, take on lease 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.
- (v) 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 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.
- (x) To distribute any part of the property of the Company or in pieces among members.
- (y) 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 contract by such person.
- (z) To draw, to make, accept, endorse discount, execute and issue cheques, promisory notes, bills of exchange, bills of lading, warrants, 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 alone or in conjunction with others.
- (ab) To pay the expenses of the preliminary and incidental to the promotion, establishment and registration of the Company or of 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 deemed for taking, placing or under-writings all or any of the shares or debentures or other obligations of the company of any company promoted, formed, established or registered by the Company.
- (ac) 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 shall not except when the context expressly so required, be in any ways 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-clause or the objects there in 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 to exercise all or any of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do 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, or persons, whether incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in which paragraph of this clause shall except where otherwise expressed in such paragraph.

4. The liability of the Members is Limited.
5. The initial share Capital of the Company is Tshs. 10,000,000,000/= divided into 10,000, shares of Tshs: 1,000,000/= 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.

We, the several persons whose names and addressed 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.

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNED
1. MOHAMMED GULAMABBAS KASSANALI DEWJI, P.O. BOX 20660, DAR ES SALAAM	60	SIGNED
2. MRS. ZUBEDA GULAMABBAS DEWJI, P.O. BOX 20660, DAR ES SALAAM	40	SIGNED

DATED AT DAR ES SALAAM this 10th day of FEBRUARY, 2002
WITNESS to the above SIGNATURE:-

SIGNATURE: SIGNED

POSTAL ADDRESS: P. O. Box 3920
Dar es Salaam

QUALIFICATION: Advocate



50000/-
18387688/102200
MP

25000/-
18387688/102200
MP

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
EAST COAST OILS AND FATS
LIMITED

PRELIMINARY:-

1. In these Regulations:-
"The Ordinance" means the companies Ordinance Chapter 212 of the Law of Tanzania.

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

Unless the context otherwise required, 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 females, and the word importing persons shall include bodies corporate, partnership, firms Co-operative societies, e.t.c.

The Regulation of Table "A" in the first Schedule to the companies 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 therein, and the provisions under Table "A" the former shall prevail, and in addition to substitution shall be the regulations of the Company..

PRIVATE COMPANY:-

2. 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 such employment of the company were while in 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 they shall for the purpose of this regulation be treated as a single member:-

- (b) Any invitation to the Public to subscribe for any share or debentures of the Company is prohibited.
- (c) The Company shall not have power to issue shares warrants to bearer.

TRANSFER OF SHARES:

- 3. The Directors may in their direction 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 Clause 2 and 3 hereof the right to members to transfer their shares be registered as follows:-
 - (a) No shares shall be transferred to a person who is not a member so long as any member or any person selected by Directors as one who is desirable in the interest of the Company to admit to Membership.
 - (b) Every shareholder or trustee in bankruptcy any person who may desire to sell or transfer any such share holding 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 Company at 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 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 share, 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 willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 day's notice the Board shall apportion such shares amongst the shareholder (if more than one) who shall have expressed their desire to purchase the same and as far may be promoted according to the number of shares already held by them respectively of it there be only one such shareholder, the whole of such shares 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 notice.

Up on such apportionment made or such one shareholder notifying his intention to purchase, as the case may be, the part desiring to sell or transfer such shares shall 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.

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

Articles 39 to 53 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 determinate without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

6. 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:-
 - 1. **MOHAMMED GULAMABBAS HASSANALI DEWJI**
 - 2. **MRS. ZUBEDA GULAMABBAS DEWJI**
7. The shareholding qualification for the Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors be two.

9. A Resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it has been passed at a meeting of Director.
10. The Directors may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the company's business such sums of money 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, 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.

12. Each Director may nominate a person, who shall be approved off 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 respect to the term and conditions existing with reference to the Directors of the the Company and such alternate Directors when acting shall exercise and discharge all duties and functions of the Director being unable to act during the absence of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully 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 conditions 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 between the Members of the Company especially 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 only liability.