

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

And

ARTICLES OF ASSOCIATION

OF

RAHA REFRESHMENTS LIMITED

Incorporated this _____ day of _____ 2025

DRAWN BY:
NAZIMA HAIDER MOHAMED
SUBSCRIBER
DAR ES SALAAM
TANZANIA

TANZANIA

CERTIFICATE OF INCORPORATION

NO:

I HEREBY CERTIFY that RAHA REFRESHMENTS LIMITED

**Is this day incorporated under the Companies Act 2002 and that the
Company is Limited**

**GIVEN under my hand at Dar es Salaam this day of
Two Thousand and Twenty Five**

Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
RAHA REFRESHMENTS LIMITED



1. The name of the Company is **RAHA REFRESHMENTS LIMITED**
2. The registered office of the company is situated in the United Republic of Tanzania Mainland.
3. The objectives for which the company is established are: -
 - Manufacture of soft drinks; production of mineral waters and other bottled waters
 - Manufacture of other food products
 - Wholesale of food, beverages and tobacco
 - Retail sale of food in specialized stores
 - Retail sale of beverages in specialized stores
 - Warehousing and storage
 - Real estate activities with own or leased property
 - Real estate activities on a fee or contract basis
 - Non-specialized wholesale trade
 - Mixed farming
 - Construction of buildings
 - Building completion and finishing
 - Other manufacturing n.e.c.
 - Freight transport by road
 - Renting and leasing of other machinery, equipment and tangible goods

AND IT IS HEREBY DECLARED that in the interpretation of clause 3 of memorandum of association the objects specified in any paragraph should be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the names of the company.

4. The liability of the members is limited.

5. The initial share capital of the company is Shillings Five Hundred Million (500,000,000/=) divided into 50,000 Ordinary shares of Shillings Ten Thousand (10,000/=) each, with rights, privileges and conditions respectively attached thereto as may from time to time be conferred by the articles of association of the company, with power to increase and reduce the capital of the company and to 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 articles of association of the company and to vary, modify or abrogate any such rights, privileges in such manner as may for the time being be provided by the articles of association of the company.

We, the several persons whose names and addresses 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 our respective names.

Name and Address Description of Subscribers	Number of Shares Taken	Signature of Subscribers
NAZIMA HAIDER MOHAMED Kimara Street, Kivukoni, Ilala Dar Es Salaam, Tanzania	20,000	
SALAH MSELEM NASSOR Mpadeco Street, Makanyagio Mpanda CBD Katavi, Tanzania	20,000	

DATED at Dar es Salaam this 13th Day of December 2025.

WITNESS to the above signatures:

Signature: 

Postal Address: Box 21234
DAR ES SALAAM

Qualification: ADVOCATE



**THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
OF
RAHA REFRESHMENTS LIMITED**

PRELIMINARY

1. The regulations contained in Table A, Part II of the Schedule to the Company Act 2002, together with the regulation contained in the said Table A, shall, except as hereinafter provided, apply.
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 is limited to fifty as further provided for in the Act;
 - c. Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
 - d. The company shall not have power to issue share warrants to bearer.
3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
4. The certificate of Title of Shares shall be issued under the Seal of the Company and shall be signed two Directors.
5. If any member of the Company shall at any time desire to sell and transfer any shares registered in such member's name and/or in the event of the creation of any further shares by the Company, such shares shall be first offered by the Directors to the existing members of the Company in the proportion of shares held by each member at the time of such desires, transfer or creation of new shares.

6. Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at a fair value.
7. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
8. If the terms of the issue of any shares or otherwise any amount is payable in respect of any shares by installments at fixed times every such installment shall be payable as it were a call duly made by the Directors of which due notice had been given.
9. The directors may at any time in their absolute and uncontrolled discretion, refuse to register any transfer of shares and Clause 19 of Table "A" shall be modified accordingly PROVIDED ALWAYS that any share may be transferred at any time by a member to his or her father or mother or to any lineal descendant of such father or mother or to his or her wife or husband. And any share of a deceased member may be transferred by his executors or administrators to the widow or any such relative as aforesaid of such deceased member, being a cestui or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the name of the executors or trustees of his will.

ISSUE AND CLASSES OF SHARES

10. The Board may, subject to the Act and to any resolution of the Company in general meeting, allot and issue shares of the Company with such rights, privileges, restrictions and conditions as the Company may by ordinary resolution determine, provided always that Preference Shares shall be issued only in accordance with the Articles of Association and The Companies Act.
11. The shares shall be divided into the Ordinary Shares and the Preference Shares if and when required. The rights, privileges and restrictions of the Preference Shares shall be as set out in Article of Association.

Preference Shares: Rights, Conditions, Conversion

12. The Preference Shares shall have the following rights, privileges and restrictions (in addition to any required by the Act):
- a) Dividends – The holder of each fully paid Preference Share shall, when and so far as dividends are declared on the Ordinary Shares, be entitled to receive in each financial year a fixed cumulative preferential dividend in priority to any dividend declared on the Ordinary Shares. Such preferential dividend shall accrue and be cumulative if not paid in any year.
 - b) Voting – The holders of Preference Shares shall have no or limited voting rights (no voting rights except on matters directly affecting the rights attaching to the Preference Shares or on redemption/conversion event) as specified: the holder of each Preference Share shall have one vote only at any meeting on a resolution which directly affects the class rights of the Preference Shares.
 - c) Redemption – The Preference Shares shall be redeemable at the option of the Company and/or the holder, as may be specified and agreed upon (the “Redemption Date”) unless previously converted in accordance with (d) below. The Company shall give the holder notice of not less than 30 days of its intention to redeem. Redemption shall only be from profits available for distribution or from a fresh issue of shares made for the purpose of redemption (in accordance with The Companies Act). The Preference Shares must be fully paid before redemption.
 - d) Conversion – On the Redemption Date each outstanding Preference Share shall automatically convert into one Ordinary Share of the Company (fully paid) in the name of the holder of the Preference Share without payment of further consideration by the holder. The Board shall register the conversion by making the relevant entries in the register of members and issue a certificate for the Ordinary Shares within 30 days of that date. Prior to conversion the holder of the Preference Shares is deemed to hold the rights of a Preference Share; upon conversion the Preference Shares shall be cancelled (or re-classified) and the holder recorded as a holder of Ordinary Shares and the Company shall treat such shares as ordinary for all purposes (dividends, voting, etc).
 - e) Rank on winding up – On winding up the Preference Shares (to the extent not converted or redeemed) shall rank in priority to Ordinary Shares for repayment

of capital but after creditors, and in any event, they shall not rank ahead of any other class thereof unless specified.

- f) Transferability – The Preference Shares shall be transferable subject to the provisions of the Articles and the Act, but until conversion they shall carry the rights described in this Article of Association.
 - g) Variation of rights – The rights of the Preference Shares shall not be varied except in accordance with the Article of Association and The Companies Act.
13. The Company may at any time before the Redemption Date (or conversion) with the consent in writing of the holders of not less than 50% of the then issued Preference Shares and, if required, by Special Resolution of the Company vary:
- a) The time or date of redemption/conversion
 - b) The conversion ratio, or
 - c) Other rights provided in Article 12, provided always that no such variation shall be made unless the Company is solvent immediately after effecting such variation and the variation complies with The Companies Act.

Conversion Mechanism

14. On the Redemption Date each holder of a Preference Share shall be deemed to give written notice to the Company of conversion into the Ordinary Shares and the Board shall within 30 days:
- a) Cancel the certificate for the Preference Shares
 - b) Allot (if necessary) and issue to the holder a certificate for the number of Ordinary Shares into which each Preference Share converts;
 - c) Make the relevant entry in the register of members; and treat the holder as a member holding Ordinary Shares with effect from the Redemption Date (or such other date as the Board may fix).

Ordinary Shares

15. Ordinary Shares shall carry the right to receive dividends declared by the Company after payment of the preferential dividend to Preference Shares, the right to attend and vote at general meetings of the Company (one vote per share unless otherwise provided) and such other rights as these Articles or an ordinary resolution of the Company may confer.

Variation of class rights

16. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may be varied (subject to the terms of issue of that class) either with the consent in writing of the holders of not less than 50% in nominal value of the issued shares of that class or by a special resolution passed at a separate general meeting of the holders of that class of shares, but so that any holder of not less than ten percent of the issued shares of that class who did not consent may apply to the court (as per The Companies Act) for the variation to be cancelled.

Register of Members, Certificates, Transfer

17. The Company shall comply with the requirements of the Act as to issue of share certificates, transfer of shares, register of members, dividend payments, capital reduction, redemption etc.

Redemption or Conversion Notice to Registrar

18. In the event of redemption or conversion of Preference Shares the Company shall give notice to the Registrar within thirty (30) days of the redemption or conversion in accordance with The Companies Act.

General Meetings and Resolutions

19. Subject to the Act, the Company's general meetings, resolution thresholds, rights of members, etc shall follow the Act and these Articles.

BORROWING POWERS

20. The directors may from time to time at their discretion, raise or borrow and secure for the purpose of the Company's business such sums of money as they think fit.
21. The directors 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 or future including its uncalled capital, for the time being, or by the issue at such price as they think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.
22. A general meeting of the company shall be held at least in every calendar year at such a time (not being more than fifteen months after holding of the proceeding general meeting) and at such place as may be determined by the Directors. Such general meeting shall be called "Ordinary General Meeting" and all other meetings of the Company shall be called "Extraordinary general meeting".

VOTE OF MEMBERS AND MODE OF MEETINGS

23. Board meetings may be held at such place as determined by the Directors and may include online or otherwise.
24. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote only for the shares of which he is a holder.
25. No member shall be entitled to vote at the general meeting unless all calls or other sums presently due by him in respect of shares in the company have been paid.
26. The number of directors shall not be less than two and not more than ten unless the Company otherwise decide at the general meeting.

27. The following persons shall be the first directors to the Company:

- a. NAZIMA HAIDER MOHAMED
- b. SALAH MSELEM NASSOR

28. The directors may appoint one or more of their members to be the Managing Director or Managing Directors of the Company either for a fixed or indefinite period and may from time to time remove any such Managing Director from such office and put another or others in his place and may at their discretion fill up any vacancy that may occur in such office.

29. The remuneration of any Managing Director shall be determined by the Company Board meeting and may be by way of salary or commission or participating in the profits of the Company or by all or any of those modes.

30. Each director shall be paid remuneration at such rate, as the Company shall in a board meeting decide. Every director shall be entitled to be paid his travelling expenses to be approved by the board incurred by him whilst employed in the business of the Company or in attending board meetings.

31. The shareholding qualification of the directors shall not be required unless so fixed in a general meeting.

ALTERNATE DIRECTORS

32. Any director shall have power to nominate a person to act or attend as alternate director during his absence or during his inability to act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such alternate director shall exercise and discharge all duties of directors whom he represents.

33. Unless otherwise decided by the directors the quorum necessary to transact business of the directors shall be two directors personally present.

DISQUALIFICATION OF DIRECTORS

34. The office of director shall be vacated if the director:
- a. Becomes bankrupt; or
 - b. Is found to be lunatic or becomes of unsound mind; or
 - c. Resigns his office by notice in writing to the Company; or
 - d. Absents himself from meetings of the directors for a period of six months without special leave of absence from the other directors.

DIVIDENDS AND RESERVES

35. The company may in its general meeting declare dividends but no dividend shall exceed the amount recommended by the directors.
36. The directors may from time to time pay the members such interim dividends as appear to the directors to be justified by the profits of the company.
37. No dividends shall be paid otherwise than out of profits.
38. The directors may before recommending dividends, set aside out of the profits of the company such as they think proper as reserves which shall at the discretion of the directors be applicable for meeting contingencies or for equaling dividends or for any other purpose to which the profit of the company may be properly applied and pending such application may in the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors from time to time think it.

SEAL

39. 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.

ALTERATION OF ARTICLES

40. Subject to the provisions of the ordinance and those of the memorandum of association the company may by special resolution make alteration or addition to the articles of association and such alteration or addition so made shall be as valid and effectual as its originally contained in these articles and be subject in this manner to alteration by special resolution.

WINDING UP

41. If the company shall be wound up the assets remaining after payment of the debts and liabilities of the company and the costs of the liquidation shall be applied, first in repaying to the members the amount paid up or credited as paid upon the shares held them respectively, and balance, of any, shall be distributed among the members in proportion to the number of shares held by them respectively, PROVIDED ALWAYS that the provisions hereof shall be subject to the rights of all holders of shares, if any, issued upon special resolutions.
42. With the sanction of the extraordinary resolution of the shareholders any part of the asset the company may be divided between the members of the company in specie or may be vested in trustees for the benefit of such members and liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares where there is any liability.
43. If the directors are unable to decide by majority any question relating to the winding up to the company or to any change in policy of the company, they shall appoint two arbitrators who are not members of the company to decide such question and shall accept their decision.



INDEMNITY

44. Subject to the provision of the Act 2002, every director or other officer and auditors of the company shall be indemnified out of the company against all costs. Expenses, losses and liabilities which a director or other officer may incur or sustain in or about the execution of his office or otherwise in relation thereof unless the same occur through his

own dishonest negligence default, criminal or breach of trust wherein the director or officer shall be personally liable.

ARBITRATION

45. In the event of any dispute or misunderstanding between the directors the same will be mutually resolved. Otherwise, Arbitration Procedure in terms of Cap.15 of the Arbitration Act will be invoked.

Name and Address Description of Subscribers	Number of Shares Taken	Signature of Subscribers
NAZIMA HAIDER MOHAMED Kimara Street, Kivukoni, Ilala Dar Es Salaam, Tanzania	20,000	
SALAH MSELEM NASSOR Mpadeco Street, Makanyagio Mpanda CBD Katavi, Tanzania	20,000	

DATED at Dar es Salaam this 13th Day of December 2025.

WITNESS to the above signatures:

Signature: 

Postal Address: Box 21234
DAR ES SALAAM

Qualification: ADVOCATE

