

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MUZDALIFAH ABATTOIR AND FOOD PROCESSING COMPANY LIMITED

Incorporated at this ..... Day of.....2025

**DRAWN BY:**

JUMMANNE ATHUMAN KASONSO

(SUBSCRIBER)

P.O.BOX 20319

DAR-ES-SAALAM

TANZANIA.

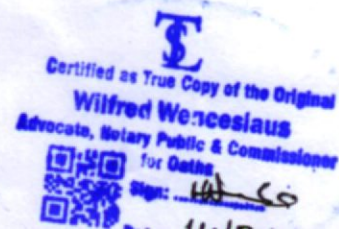
  
Certified as True Copy of the Original  
**Wilfred Wenceslaus**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 11.12.2025

**THE COMPANIES ACT 2002  
(CAP 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION**

**OF**

**MUZDALIFAH ABATTOIR AND FOOD PROCESSING COMPANY LIMITED**

1. The name of the Company “**MUZDALIFAH ABATTOIR AND FOOD PROCESSING COMPANY LIMITED**”
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are: -
  - i. 015- Mixed farming
  - ii. 0144 - Raising of sheep and goats
  - iii. 0141 - Raising of cattle and buffaloes
  - iv. 0162 - Support activities for animal production
  - v. 0161 - Support activities for crop production
  - vi. 0322 - Freshwater aquaculture,
  - vii. 1010 - Processing and preserving of meat
  - viii. 1080 - Manufacture of prepared animal feeds
  - ix. 1050 - Manufacture of dairy products
  - x. 1040 - Manufacture of vegetable and animal oils and fats
  - xi. 4620 - Wholesale of agricultural raw materials and live animals
  - xii. 1511 - Tanning and dressing of leather; dressing and dyeing of fur
  - xiii. 5210 - Warehousing and storage,



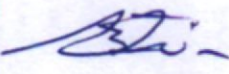
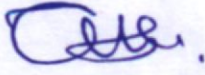

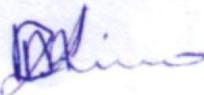
- xiv. 6820 - Real estate activities on a fee or contract basis
- xv. 9609 - Other personal service activities n.e.c
- xvi. 9900 - Activities of extraterritorial organizations and bodies
- xvii. 5221 - Service activities incidental to land transportation
- xviii. 5629-Other food service activities
- xix. 9609- Other personal activities

4. The Liability of the Members in Limited.

5. The capital of the Company is Tanzania Shillings 1,000,000,000/= divided into 100 shares of Tanzanian Shillings 10,000,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach there to respectively such preferential, differed or special rights, privilege or condition as may be determined by or in accordance with the Article of Association of the company.

We, the several persons whose names, addresses and description 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 this capital of the company set opposite our respective names

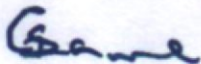
A circular notary seal for Wilfred Wenceslaus, Advocate, Notary Public & Commissioner for Oaths. The seal contains a central emblem with a scale of justice and a sword. The text around the emblem reads: "Certified as True Copy of the Original", "Wilfred Wenceslaus", "Advocate, Notary Public & Commissioner for Oaths". Below the emblem, there is a signature line "Sign: [Handwritten Signature]" and a date line "Date: 11.12.2025".

NAME AND ADDRESS OF EACH SUBSCRIBES	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
JUMANNE ATHUMAN KASONSO P.O.BOX 20319, DAR ES SALAAM	25 SHARES	
AHMED HASHIMU ABDALLAH P.O.BOX , 1276 TANGA	10 SHARES	
SYRIACUS BARNABAS KIMENYI P.O BOX 20319 DAR ES SALAAM	10 SHARES	
MARIAM RAJABU KIMARO P.O BOX 20319 DAR ES SALAAM	10 SHARES	

Dated..... 01 ..... day of..... July .....2025

Witness to the above signatures:

NAME: GILBERT G SAWE

SIGNATURE: 

POSTAL ADDRESS: 33715

QUALIFICATION: ADVOCATE.....



**THE COMPANIES ACT, 2002**

**(CAP 212)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**MUZDALIFAH ABATTOIR AND FOOD PROCESSING COMPANY LIMITED**

**PRELIMINARY**

1. "In these articles:-

"The Act means" the Companies Act;

"The articles" means the act of the company;

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and day for which it is given which it is to take effect;

"The seal" means any person appointed to perform the duties of the secretary of the company. "Secretary"

shall mean any person appointed to perform the duties of Secretary of the Company;

Expression referring to writing shall, unless the contrary intention appears, be constructed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these articles become binding of the company.

**MEMBERS**

2. The number of members with the company proposes to be registered is three but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and other person as the directors shall admit to membership shall be member of the company.

  
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**Wilfred Wenceslaus**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 11.12.2025

## GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to other meeting in that year, and shall specify the meeting as such in the notice calling it; and more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or I default, and may be convened by such requisitions, as provided section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director are any two member of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by directors.

## NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty one clear days' notice in writing at the least. The notice shall specify the place ,the day and hour of meeting and in, case if special business, the general nature of that business;
8. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been dully called if it so agreed:-
  - (a) In the case of a meeting called as the annual general meeting , by all the members entitled to attend and vote thereof; and
  - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the right at that meeting of all the members.
9. Subject to the provision of the articles, the notice shall be given to all members, all person entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted,

each being a member or a proxy for a member or a dully authorized representative of corporation, shall be a quorum.

12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the of director shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen after the time appointed for the holding of the meeting and willing to act; the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If any meeting no director is willing to act as chairman or if one director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand.
  - (a) By the chairman or;
  - (b) By at least (three) member present in person or by proxy;
  - (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting

Unless a poll be demanded a declaration by the chairman that a resolution has an a show of hands been carried or unanimously, or by a particular majority, or lost and an entry to the effect of the book containing the minutes of proceeding of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes reordereed in favors of or against such resolution.

The demand for a poll many, before the poll is taken, be withdrawn.

17. Except as provided in article 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
18. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting shall be entitled to a second or casting vote.

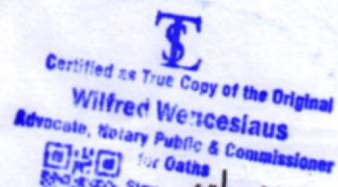
19. A poll demanded on the election of chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting which he was present shall have effect as if it had been passed at a general meeting dully convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

**VOTE OF MEMBERS**

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing or proxy shall be writing under the hands of the appointer or of his attorney dully authorized in writing, or, if the appointed is a corporation, either under sea) or under the hand on an office or attorney dully authorized. A proxy need not be a member of the company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of the power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time toe holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
27. An instrument appointing a proxy shall be the following form or a form as near hereto as circumstances admit:-

“ ..... Limited

I/We ..... of..... being a member/members of the above named company, hereby appoint ....., of or failing him ..... Of....., as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary as the case maybe) general meeting of the company to be held on the ..... Day of ..... 202....., and at any



adjournment thereof. Signed this ..... day of .....  
202.....”

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form ass near thereto as circumstances admit.” .....Limited

I/We ..... Of ....., being a member/members of the above named company, hereby appoint ....., of or failing him ..... Of ..... as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general meeting of the company to be held on the ..... day of..... 20..., and at any adjournment thereof. Signed this ..... day of, 202.....”

This form is to be used\* in favors of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired”

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or such other place at which the instrument of proxy was dully deposited) before the commencement of the meeting of adjourned meeting at which the proxy is used.

### CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

31. Any corporation which is a member of the company may be resolution of it directors or other governing body authorize such person as it thinks fit to act as its representative any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

### DIRECTORS

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribes of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.



33. The following persons shall be first Directors to the Company: -

1. JUMANNE ATHUMAN KASONSO
2. AHMED HASHIMU ABDALLAH
3. SYRIACUS BARNABAS KIMENYI
4. MARIAM RAJABU KIMARO

34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.

### **BORROWING POWERS**

35. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

### **POWERS AND DUTIES OF DIRECTORS**

36. Subject to the provision of the Act, the memorandum and the article and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No. alteration of the memorandum or articles and no such directors shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by article shall not be limited by any special power given to exercise all powers exercisable by the directors.

37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

38. All cheques, promissory notes, drafts bills of exchange and other negotiable instruments, and all receipts for money paid to company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,

39. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) Of all appointments of officers made by the directors;
- (b) Of the names of the directors present at meeting of the directors and of any committees of the directors;
- (c) Of all resolutions and proceedings at all meeting of the company, and directors and of committees of
- (d) directors.

47. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduce below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the directors so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to present, or of at any holding the sane, the directors present may choose one of their number to be chairman of meeting.
49. The directors may delegate any of their power to any committee consisting of one or more directors; any committees so formed shall in the exercise of the power so to any such regulations, the proceeding of a committee with two or more members shall be governed by the articles regulating the proceeding of directors so far as they are capable of applying.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be us valid as if every such person had been dully appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors dully convened and held, and may of several document in the like form each signed by one or more directors.

### SECRETARY

52. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
53. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done or to the same person acting both as director and as, or in place of, the secretary.

### THE SEAL

54. The seal shall only be used by authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal s affixed and unless otherwise so determined it shall be signed by a directors and by the secretary or by a second directors.
55. The directors shall cause proper books of account to be kept with respect to:-  
(a) All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;

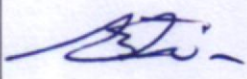
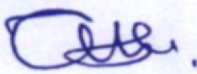

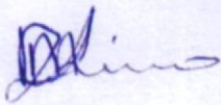


- (b) All sales and purchase of goods by the company; and
- (c) The assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transaction.

- 56. The books account shall be kept at the registered officer of the company, or subject to section 511 (4) of the Act, at such other place or places as the directors thinks fit, and shall always be open to the inspection of the directors.
- 57. The directors shall from time in accordance with the Act, cause to be prepared and to be laid before the company general meeting, such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in those sections.

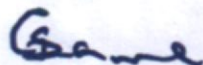
  
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MARIAM RAJABU KIMARO P.O BOX 20319 DAR ES SALAAM	10 SHARES	

Dated .....01.....day of.....JULY..... 2025

Witness to the above signatures:

NAME: GILBERT G SAWE

SIGNATURE: 

POSTAL ADDRESS: 33715

QUALIFICATION: ADVOCATE.....

